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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINED STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1482 W FLAGLER ST
SUITE 200
MIAMI FL 33136-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FRUITFUL FASHIONS, INC.
FAX AUDIT NUMBER: H95000003320
DATE REQUESTED: 03/22/1998
CERTIFIED COPIES: 1
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NUM CAPS Connect: 00:01:

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03/22/1998

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**ARTICLES OF INCORPORATION
OF
FRUITFUL FASHIONS, INC.**

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THE UNDERSIGNED, each a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be:

FRUITFUL FASHIONS, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - AUTHORIZED CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Hundred (100) shares of Common Stock having a par value of One Hundred Dollars (100.00) per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business shall not be less than One Hundred (100.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - INITIAL ADDRESS

The initial street address in this State of the principal office of the Corporation shall be:

10920 N. W. South River Drive
Miami, Florida 33178

ARTICLE VII - DIRECTORS

1. The number of Directors of this Corporation shall be no less than (1).
2. The names and street addresses of each member of the first Board of Directors are as follows:

MARVIN I. WEINER, ESQ.
2121 PONCE DE LEON BLD.
SUITE 1040
CORAL GABLES, FL 33134
(305) 445-8888 / FBN. 087610

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Name

Address

Flavia Lacla Maletta

10920 N. W. South River Dr.
Miami, Florida 33178

ARTICLE VIII - SUBSCRIBERS

The names and street addresses of each person signing these Articles of Incorporation as a subscriber are as follows:

Name

Address

Flavia Lacla Maletta

10920 N.W. South River Dr.
Miami, Florida 33178

ARTICLE IX - REGISTERED AGENT

The street address of the initial Registered Office of this corporation shall be 2121 Ponce de Leon Boulevard, Suite 900, Coral Gables, Florida 33134 and the name of the initial Registered Agent at such address shall be Marvin I. Wiener.

IN WITNESS WHEREOF, the undersigned subscribing incorporator does hereby make, subscribe, acknowledge and certify that the foregoing Articles of Incorporation are true and correct and have hereunto set our hands and seals this 22 day of March, 1995.



Flavia Lacla Maletta

The undersigned whose street address is 2121 Ponce de Leon Boulevard, Suite 900, Coral Gables, Florida 33134 accepts the designation as Registered Agent as is contained in the above Articles.


Marvin I. Wiener, Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 22 day of March, 1995 by Flavia Lacla Maletta of FRUITFUL FASHIONS, INC., a Florida Corporation, on behalf of the corporation. She is personally known to me and did take an oath.


Notary Public, State of Florida

My commission expires:



EVELYN M. GREY
My Commission Expires
August Dec. 18, 1995
Renewed by 1995
689-428 1995

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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In compliance with §48.091, Florida Statutes, the following is submitted:

First - That FRUITFUL FASHIONS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named Marvin I. Wiener, located at 2121 Ponce de Leon Boulevard, Suite 900, City of Coral Gables, Florida, as its agent to accept service of Process within Florida.

SIGNATURE: *Flavia Lacie Maletta*
Flavia Lacie Maletta

TITLE: President

DATE: March 22, 1995

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: *Marvin I. Wiener*
Marvin I. Wiener,
Registered Agent

DATE: March 22, 1995

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MARVIN I. WIENER, P.A.
Attorney at Law
Suite 900
2121 Ponce de Leon Boulevard
Coral Gables, Florida 33134-5285

MARVIN I. WIENER
Board Certified in
Wills, Trusts & Estates

Telephone (305) 445-8888
Facsimile (305) 445-8887

Of Counsel
HERZFELD & RUBIN
Offices in
Florida, New York & California

July 21, 1995

name change amended

Secretary of State
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

BOOK 154485B
-07/25/95--01033--010
*****35.00 *****35.00

Re: Corporation Name change from:
Fruitful Fashions, Inc. to House of Style, Inc.

Dear Sir/Madam:

Enclosed for recording please find a signed and notarized Certificate Amendment of Certificate of Incorporation for **Fruitful Fashions, Inc.** dated 1995.

Also attached is our check No. 4012, for \$35.00 to cover your recording. Please call me at (305)445-8888 if you have any questions.

Yours very truly,

Jennette Trotter
Jennette Trotter
Secretary
Marvin I. Wiener

95 JUL 25 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

JT/ms

Enclosure

cc: Mrs. Flavia Lacle Maietta

maietta-change.ttl.

8/3/95
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**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
FRUITFUL FASHIONS, INC.**

95
JUL 25 11 51 AM
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, President of **FRUITFUL FASHIONS, INC.**, a corporation organized under the Laws of the State of Florida, hereby certify:

The name of the Corporation is **FRUITFUL FASHIONS, INC.**

2. The Certificate of Incorporation of this Corporation was filed in the Office of the Secretary of State of Florida on March 22, 1995, and is being amended by this Certificate of Amendment dated July 20th, 1995.

3. That Article I of the Certificate of Incorporation of this Corporation shall be and is hereby amended to read as follows:

The name of this corporation is **HOUSE OF STYLE, INC.**

4. That the above amendment was unanimously adopted and approved by the Directors and Shareholders of this Corporation on July 20th, 1995.

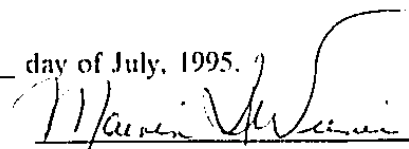

Flavia Lacle Maietta, President

[Corporate Seal]

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above-named to take acknowledgements, personally appeared **FLAVIA LACLE MAIETTA**, President of **FRUITFUL FASHIONS, INC.**, personally known to me, and who executed the foregoing Certificate of Amendment of Certificate of Incorporation, and now acknowledges before me that she subscribed to said Amendment of the aforesaid Certificate of Incorporation.

WITNESS my hand and seal this 20 day of July, 1995.


Notary Public, State of Florida
MARVIN I. WIENER
COMMISSION # CC 483225
EXPIRES JUN 16, 1999
BONDED \$10,000
Typed Name of Notary Public

ftfl-and.cff.com