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**P9500024360**

ACCOUNT NO. : 072100000032

REFERENCE : 566381 112827A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : March 27, 1995

ORDER TIME : 10:14 AM

ORDER NO. : 566381

CUSTOMER NO: 112827A

CUSTOMER: Erik C. Larsen, esq  
ERIK C. LARSEN, PA

Suite 201  
243 West Park Avenue  
Winter Park, FL 32789

800001440268  
-03/27/95--01012--026  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: FASHION TIES AND ACCESSORIES,  
INC.

XXX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN MAR 27 1995

FILED  
95 MAR 27 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FASHION TIES AND ACCESSORIES, INC.

FILED  
95 MAR 27 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is:

FASHION TIES AND ACCESSORIES, INC.

ARTICLE II. PURPOSE

This corporation is organized for the following purposes:

To engage in any or all lawful business for which a corporation may be incorporated under the laws of Florida.

ARTICLE III. POWERS

- a. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- b. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- c. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- d. To lend money to, and use its credit to assist its officers and employees in accordance with law.
- e. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- f. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any part of its property, franchises and income.

g. To lend money for its corporate purposes, invest and re-invest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

h. To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.

i. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

j. To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

k. To make donations for the public welfare or for charitable, scientific or educational purposes.

l. To transact any lawful business that the board of directors shall find will be in aid of governmental policy.

m. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

n. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

o. To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE IV. CORPORATE EXISTENCE

This corporation shall commence existence upon filing of these Articles, and shall have perpetual existence.

#### ARTICLE V. PRINCIPAL OFFICE

The address of the principal office of the corporation is:

4603 Parkbreeze Ct.  
Orlando, Florida 32808

#### ARTICLE VI. REGISTERED AGENT AND OFFICE

The initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

Daviwattie Dasrat  
4603 Parkbreeze Ct.  
Orlando, Florida 32808

#### ARTICLE VII. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of Common Stock having a par value of \$.01 per share.

#### ARTICLE VIII. SHAREHOLDERS

The initial shareholders of the corporation shall be as follows:

Daviwattie Dasrat	100 shares
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#### ARTICLE IX. OFFICERS

The corporation shall have the following offices and officers initially, which may be changed by the Board of Directors or by the shareholders at any duly called and constituted meeting:

President	Daviwattie Dasrat
Secretary and Treasurer	Daviwattie Dasrat

#### ARTICLE X. INITIAL BOARD OF DIRECTORS

This corporation shall have a Board of Directors. The number of directors may be either increased or diminished from time to time by the shareholders at any duly called and constituted meeting. The name and addresses of the initial directors of this corporation are:

Daviwattie Dasrat  
4603 Parkbreeze Ct.  
Orlando, Florida 32808

#### ARTICLE XI. CUMULATIVE VOTING FOR DIRECTORS

Each shareholder is entitled to cumulate his votes for the directors of the corporation. He is entitled to multiply the number of votes he is entitled to cast by the number of directors for whom he is entitled to vote and to cast the product for a single candidate or distribute the product among two or more candidates.

#### ARTICLE XII. PREEMPTIVE RIGHTS

The corporation shall have preemptive rights. Each shareholder of the corporation shall have a preemptive right to acquire proportional amounts of the corporation's unissued shares upon the decision of the board of directors to issue them. In such event, the board of directors shall prescribe uniform terms and conditions in order to provide a fair and reasonable opportunity to exercise this right.

#### ARTICLE XIII. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XIV. RESTRICTIONS ON TRANSFER OF STOCK

Transfer of shares of capital stock of this corporation may be restricted by the Bylaws or by agreement of the shareholders.

#### ARTICLE XV. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XVI. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Daviwattie Dasrat  
4603 Parkbreeze Ct.  
Orlando, Florida 32808

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of March, 1995.

Daviwattie Dasrat

STATE OF NEW YORK  
COUNTY OF Kings

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared DAVIWATTIE DASRAT, who is personally known by me or who produced Driver's License as identification, who executed the foregoing Articles of Incorporation, and who swore to and acknowledged before me that she executed those Articles of Incorporation this 22nd day of March, 1995

My commission expires: 10-3-96

✓ Carlos Navarro  
Notary Public

CARLOS NAVARRO  
NOTARY PUBLIC, State of New York  
No. 24-4942771  
Qualified in Kings County  
Comm. Expires 10-3-1996

ACCEPTANCE OF REGISTERED AGENT

I hereby acknowledge that I am familiar with the duties and responsibilities as Registered Agent of FASHION TIES AND ACCESSORIES, INC., and I hereby accept said duties and responsibilities.

Dasiwattie Dasrat  
REGISTERED AGENT