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Shirley Uberbaum
9509 S. Dixie Highway #129
Miami, Florida 33156

FILED
95 JUN -8 AM 7:49
TALLAHASSEE, FLORIDA

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June 4, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE : An Eye For Fashion, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check in the amount of \$122.50 to cover the filing fees for same.

Please proceed to file the enclosed Articles of Incorporation. If you have any questions, please contact me at (305) 232-7846.

Sincerely,

Shirley Uberbaum

Shirley Uberbaum
9509 S. Dixie Highway #129
Miami, FL 33156
(305) 232-7846

D. BROWN JUN 14 1995

**ARTICLES OF INCORPORATION
OF
AN EYE FOR FASHION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is An Eye For Fashion, Inc.

ARTICLE II

The mailing address of the corporation is:

4760 SW 72 Avenue
Miami, Florida 33155

The business address of the corporation is:

same as above

ARTICLE III

The duration of this corporation is to be perpetual.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE V

The corporation shall have authority to issue 1000 shares, all of one class, at \$0.01 par value per share.

ARTICLE VI

The address of the initial registered office is 4760 SW 72 Avenue, Miami, Florida 33155. The name of the corporation's registered agent at such address is Rivi Uberbaum, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office

open for service of process. The certificate and written acceptance with respect to the registered office and registered agent appears at the conclusion of these Articles.

ARTICLE VII

The number of directors constituting the Board of Directors shall be fixed as provided by the by-laws, but shall not be fixed at less than one.

ARTICLE VIII

The number of directors constituting the initial board of directors is two, whose names and addresses are:

Rivi Uberbaum
9509 S. Dixie Highway. #129
Miami, FL 33156

Pat Berger
777 NW 72 Ave.
Miami, FL 33126

ARTICLE IX

The name and address of the Incorporator is Shirley Uberbaum, 9509 S. Dixie Highway, Suite 129, Miami, Florida 33156

ARTICLE X

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I Shirley Uberbaum, being the Incorporator of this corporation, make and file these Articles of Incorporation this 12 day of June, 1995.



SHIRLEY UBERBAUM, INCORPORATOR

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

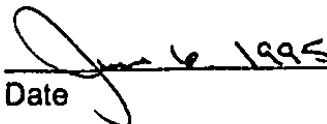
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporations is: An Eye For Fashion, Inc.
2. The name and address of the registered agent and office is:

Rivi Uberbaum
4760 SW 72 Avenue
Miami, Florida 33155

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statues relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Rivi Uberbaum


Date