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AUTHORIZATION :

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ORDER DATE : July 12, 1995

ORDER TIME : 10:16 AM

ORDER NO. : 638254

CUSTOMER NO: 6124D

CUSTOMER: William G. Shofstall, esq.
QUARLES & BRADY

222 Lakeview Avenue, 4th Floor

West Palm Beach, FL 33401

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-0712295--01049--003
***122.50 ***122.50

DOMESTIC FILING

NAME: SILK DESIGN OUTLET, INC.

XX___ ARTICLES OF INCORPORATION
___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX___ CERTIFIED COPY
___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: T. BROWN JUL 12 1995

FILED
95 JUL 12 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Quarles & Brady

277 E. Ocean Avenue
P.O. Box 1000
P.O. Box 1000
West Palm Beach, Florida 33402-1000
(407) 651-1234
Telex 957 5170 (Florida 1234)
FAX (407) 651-1234

Attorneys at Law in
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

July 11, 1995

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

RE: Silk Design Outlet, Inc.

Dear Sirs:

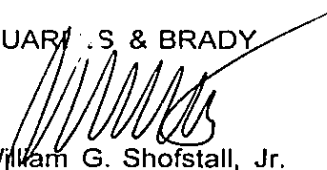
Enclosed please find a fully executed original and one copy of Articles of Incorporation of Silk Design Outlet, Inc.

Also enclosed is a check in the amount of \$122.50 for the filing fee. Please return a certified copy of the Articles in the self-addressed envelope provided herein.

If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

QUARLES & BRADY


William G. Shofstall, Jr.

WGS/lw
Enclosures
cc: Mr. David Weitz

ARTICLES OF INCORPORATION
OF
SILK DESIGN OUTLET, INC.

FILED
95 JUL 12 PM 4:14
CLERK OF COURT
STATE OF FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be Silk Design Outlet, Inc. The principal place of business shall be 3105 Bridgewood Drive, Boca Raton, FL 33434.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in or transact all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares which the Corporation shall have authority to issue is one hundred (100) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation is 3105 Bridgewood Drive, Boca Raton, Florida 33434, and the name of the initial registered agent of the Corporation at that address is David Weitz.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

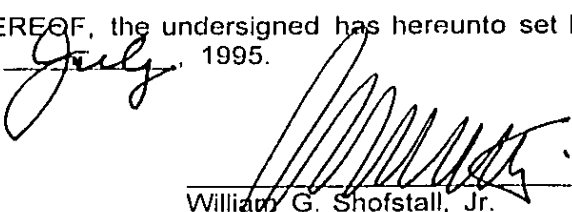
This Corporation shall have one (1) director initially. The name and address of the initial member of the Board of Directors is:

David Weitz
3105 Bridgewood Drive
Boca Raton, FL 33434

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is William G. Shofstall, Jr., Esq., 222 Lakeview Avenue, 4th Floor, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 11 day of July, 1995.



William G. Shofstall, Jr.

FILED
95 JUL 12 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

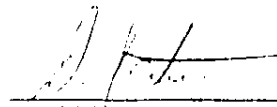
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091 Florida Statutes:

Silk Design Outlet, Inc., desiring to organize under the laws of the State of Florida with its registered office address, as indicated in the Articles of Incorporation, as 3105 Bridgewood Drive, Boca Raton, Palm Beach County, Florida 33434, has named David Weitz as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I heretofore accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.



David Weitz