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AREA CODE 305

July 17, 1995

Corporate Records Bureau
Division of Corporations
Dept. of State
P. O. Box 6327
Tallahassee, FL 32314

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-07/21/95--01071--007
****122.50 ****122.50

Re: Incorporation of GENERATIONS III, INC.

Gentlemen,

In connection with the above-captioned matter, enclosed please find fully executed original and copy of Articles of Incorporation, together with my check made payable to your order in the sum of \$122.50 representing the cost of filing these Articles.


After the Articles have been filed, please forward certified copy of same directly to the undersigned, together with your Certificate acknowledging the filing of this document.

Thank you for your courtesy and cooperation.

Very truly yours,


SHELDON R. ROSENTHAL

SRR/vh
Enc.

7/21/95


ARTICLES OF INCORPORATION

OF

GENERATIONS III, INC.

WE, THE UNDERSIGNED do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

GENERATIONS III, INC., a Florida Corporation

ARTICLE II - PURPOSE

A. To carry on and engage in the business of the manufacture, acquisition, sale, purchase, repair and remodeling of all types of ladies wearing apparel including all accessories thereto and all other matters that may be incidental and related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit:

Fifty (50) Shares of Common Stock having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the by-laws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

5850 Miami Lakes Drive
Miami Lakes, FL 33014

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be ALAN TAFT, and the Registered Office shall be located at 5850 Miami Lakes Drive, Miami Lakes, FL 33014 or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the by-laws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board

of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Marcia Taft	President/Secy.	5850 Miami Lakes Drive Miami Lakes, FL 33014
Alan Taft	Vice Pres./Treas.	5850 Miami Lakes Drive Miami Lakes, FL 33014

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of One (1), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marcia Taft	5850 Miami Lakes Drive Miami Lakes, FL 33014
Alan Taft	5850 Miami Lakes Drive Miami Lakes, FL 33014

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT FOR SHARES</u>
Marcia Taft	5850 Miami Lakes Drive Miami Lakes, FL 33014	25	\$250.00
Alan Taft	5850 Miami Lakes Drive Miami Lakes, FL 33014	25	\$250.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BY-LAWS

The original By-Laws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the by-laws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the by-laws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the by-laws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at
Miami, Dade County, Florida, this 13 day of July, 1995.

Alan Taft (SEAL)
ALAN TAFT

Marcia Taft (SEAL)
MARCIA TAFT

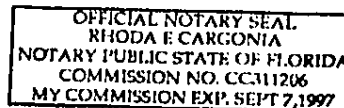
STATE OF FLORIDA)
) .SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this
13th day of July, 1995, by ALAN TAFT, who is personally known to
me or has produced his drivers license as identification and who
did (did not) take an oath.

Rhoda E. Cargonia
NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:

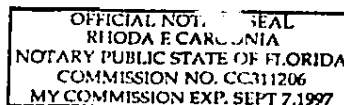
STATE OF FLORIDA)
) .SS:
COUNTY OF DADE)



The foregoing instrument was acknowledged before me this
13th day of July, 1995, by MARCIA TAFT, who is personally known
to me or has produced his drivers license as identification and
who did (did not) take an oath.

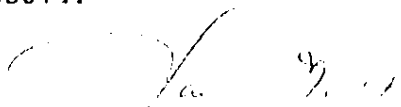
Rhoda E. Cargonia
NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as
Registered Agent of GENERATIONS III, INC. and agree to serve as
its Registered Agent, to accept service of process within the
State as its Registered Office located at: 5850 Miami Lakes
Drive, Miami Lakes, Florida 33014.



ALAN TAFT, Registered
Agent

Corp./Taft.