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LAW OFFICES OF  
FRIEDMAN & OSHINSKY, P.A.

1190 E. HALLANDALE BEACH BLVD. SUITE A  
HALLANDALE, FLORIDA 33009-4432

ROBERT F. FRIEDMAN  
LEONARD OSHINSKY  
ALSO ADMITTED IN CONN.

TELEPHONE  
BROWARD (954) 458-4651  
DADE (305) 945-8869  
TELECOPIER (954) 458-4944

September 13, 1995

PLEASE REPLY TO:  
P.O. BOX 129  
HALLANDALE, FLORIDA 33008-0129

Attorneys' Title Insurance Fund, Inc.  
Attn: Jenna Eckland  
660 East Jefferson St.  
Suite 200  
Tallahassee, FL 32301

Return To  
Rlu ASAP

200001585042  
-09/14/95--01062--023  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Handbags Plus Outlet Corp.

Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Incorporation regarding the above-named corporation. Also enclosed please find our check in the amount of \$122.50 made payable to the Secretary of State representing the following:

Filing fee	35.00
Registered Agent fee	35.00
Certified copy	52.50

\$122.50

Please file the original Articles and return one (1) certified copy to this office.

Also enclosed is our check in the amount of \$10.00 payable to Attorneys' Title Insurance Fund representing your fee for filing the Articles of Incorporation.

Thank you for your cooperation in this matter.

Very truly yours,

LEONARD OSHINSKY

LO:jc  
Encl.  
jc19187  
FedEx airbill 5278903490

FILED

BROWN SEP 14 1995

ARTICLES OF INCORPORATION  
OF  
HANDBAGS PLUS OUTFIT CORP.

FILED  
1989 SEP 11 PM 3:41

The undersigned, as Subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby files these Articles of Incorporation to form a corporation under the laws of the state of Florida.

ARTICLE I. NAME: The name of the corporation is HANDBAGS PLUS OUTFIT CORP.

ARTICLE II. PURPOSES AND POWERS OF THE CORPORATION: The corporation may engage in any business or activity permitted under the laws of the United States of America and the state of Florida.

ARTICLE III. CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock having a par value of One and no/100ths (\$1.00) Dollar.

ARTICLE IV. TERMS OF EXISTENCE: The corporation is to exist perpetually.

ARTICLE V. DIRECTORS: The corporation shall have two (2) director(s) initially. The number of directors may be increased or decreased from time to time by By-Laws adopted by the shareholders but the number of directors shall never be less than one (1).

ARTICLE VI. FIRST BOARD OF DIRECTORS: The name and post office address of the members of the first board of directors is:

STUART SEMEL	106 S. State Road 7 Hollywood, FL 33023
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DAVID SEMEL	106 S. State Road 7 Hollywood, FL 33023
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ARTICLE VII. SUBSCRIBER: The name and post office address of the subscriber to these Articles of Incorporation is as follows:

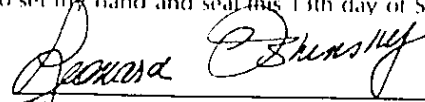
LEONARD OSHINSKY, ESQ.	1150 E. Hallandale Beach Blvd. Suite A Hallandale, FL 33009
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ARTICLE VIII. AMENDMENTS These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intentions that a certain amendment to these Articles of Incorporation be made.

ARTICLE IX. CONTRACTS No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation may be officers or directors of, or have any other interest in, the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE X. ADDRESS, REGISTERED OFFICE AND REGISTERED AGENT: The initial post office address of the principal office of the corporation is 1150 E. Hallandale Beach Blvd., Suite A, Hallandale, FL 33009 and the post office address of the registered office is the same and the registered agent is LEONARD OSHINSKY, ESQ.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of September, 1995.

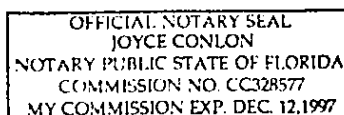
  
LEONARD OSHINSKY

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF BROWARD            )

The foregoing Articles of Incorporation were acknowledged before me this 13th day of September, 1995 by LEONARD OSHINSKY, who is personally known to me or who produced \_\_\_\_\_ as identification.


\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission expires:



ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process of the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.

  
LEONARD OSHINSKY

jc 19186

FILED  
95 SEP 14 3 47  
SEC  
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