

LAW OFFICES

NERY G. WINTER

P96000000/42

407 WEKIVA SPRINGS ROAD
SUITE 215
LONGWOOD, FLORIDA 32770
TELEPHONE (407) 865-0000
FAX (407) 862-7167

December 17, 1995

Division of Corporations
Secretary of State
State of Florida
P. O. Box 6427
Tallahassee, Florida 32379

800001668558
-12/22/95--01024--004
****122.50 ****122.50

Attention: New Filings

Re: Fanny Designs, Inc.

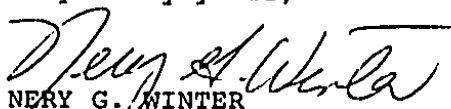
Dear Sirs:

Enclosed please find original and one (1) copy of the Articles of Incorporation of Fanny Designs, Inc. Please file same and return one certified copy to this office at your earliest possible convenience.

I am enclosing a check in the amount of \$122.50 to cover cost of same.

Thank you for your prompt attention to this matter.

Very truly yours,


NERY G. WINTER

Enclosures

SN JAN 02 1996

*Called Nery Winter,
of shares should be 100.*

FILED
95 DEC 22 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FANNY DESIGNS, INC.

FILED

95 DEC 22 AM 11:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I NAME

The name of this Corporation is FANNY DESIGNS, INC.

ARTICLE II NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation, the purposes for which the Corporation is formed, and the objects to be carried on and promoted by the Corporation are as follows:

a. To transact in any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other state, country, territory or nation.

b. To engage in the loaning of money for itself and as agent for others, upon mortgages or other securities, and the purchasing and selling of money obligations, secured upon real or personal property; the buying, working, selling and dealing in mineral lands and other lands; the acquiring, holding, selling, hypothecating, assigning, transferring, and conveying of its own obligations, or the obligations of any persons or other Corporation, and collecting, foreclosing, compounding, compromising, releasing, satisfying, and discharging the same of record.

c. To acquire by subscription, purchase, exchange or otherwise, to hold as an investment or for any other purpose; to sell exchange, pledge mortgage, or transfer, other securities, evidences of indebtedness or choses in action; to aid in any manner any corporation (whether public or private) whose securities or obligations are so held; to control and direct, either alone or in and to any and all acts and deeds designed to protect, preserve or improve the value of said securities and obligations, to exercise all the rights, powers and privileges of ownership.

d. To purchase, lease, or otherwise acquire the property of every kind, including the business, goodwill, rights and franchises of any corporation, partnership or individual carrying on any business which this Corporation is authorized to carry on and to assume, guarantee and pay the debts and liabilities thereof.

e. To acquire, by purchase or otherwise, any real estate, improved or unimproved, or any interest therein or any rights, fixtures, easements or privileges appertaining or appurtenant thereto, any and all personal property necessary, suitable, proper or convenient for, in connection with, or incidental to, the accomplishment of the purposes of the Corporation.

f. To construct, reconstruct, alter, repair, maintain and operate buildings, structures, houses, dwellings and improvements of land of every description.

g. To hold, develop, improve, and operate, and to sell, convey, assign, mortgage, lease (with or without the privilege of purchase), transfer, or otherwise dispose of, any and all improved or unimproved real estate, and any and all personal property which it may now hold or may hereafter acquire; to maintain the same, together with the appurtenances thereto, in accordance with all applicable laws, ordinances and regulations, in good repair and such conditions as will preserve the health and safety of its tenants.

h. To borrow money, issue bonds, debentures, notes and other evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien upon any or all of the property, rights, privileges, or franchises of the Corporation wheresoever situated, acquired, or to be acquired; to sell, and pledge, or otherwise dispose of, any and all such bonds, notes and other evidences or indebtedness in such manner and upon such terms as the Board of Directors may deem proper and to guarantee the payment of any dividends upon stock, or the principal of or interest upon bonds or the contracts of other obligations of any corporation, partnership or individual, in accordance with the Laws of the State of Florida.

i. To enter into, perform, and carry out lawful contracts of any nature of kind necessary, suitable, incidental to, the accomplishment of any one or more of the purposes or objects herein enumerated or described, or which shall appear at any time conducive or expedient for the protection or benefit of the Corporation, provided that the same be not inconsistent with the Laws of the State of Florida and of the United States of America.

j. To carry out all or any part of the foregoing operations as principal, agent, contractor or otherwise, either alone or in conjunction with any person, partnership or corporation; and in carrying on its business and for the purpose of attaining or furthering any of its objects, to make and perform contracts and do acts and to exercise powers suitable, convenient or proper for the accomplishment of any of the purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive or to expedient for the accomplishment thereof.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the

powers conferred upon the Corporation by law, and is not intended by the mention or enumeration of particular purposes, objections or business in any manner to limit or restrict the generality of any other purpose, object or business mentioned or limit or restrict the powers of the Corporation; and the Corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute on corporations.

The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relating to corporations which are contained in the General Laws of the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time shall be 100 shares. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. The par value of each share is \$1.00.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which the Corporation will begin business is \$500.00.

ARTICLE V TERM OF EXISTENCE

The existence of the Corporation will be perpetual.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The initial Registered Office of this Corporation is 407 Wekiva Springs Road, Suite 213, Longwood, Florida, 32779. The Board of Directors may from time to time move the Registered Office to any other address in Florida. The Registered Agent of the Corporation is NERY G. WINTER, ESQ.

ARTICLE VII DIRECTORS

This Corporation shall have One (1) directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than One (1). None of the directors shall be required to be stockholders or a resident of the State of Florida.

ARTICLE VIII ISSUANCE OF SHARES

The Board of Directors of this Corporation is hereby empowered to authorize, from time to time, the issuance of shares of its Capital Stock for such consideration as the Board of Directors may deem advisable, provided, however, that such consideration shall have a value, in the judgment of the Board of Directors of the Corporation, at least equivalent to the value of the shares so to be issued.

ARTICLE IX INTEREST

No contract or other transaction between this Corporation and any other corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers, of such other corporation; and Directors may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is known to the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and he may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or such other Corporation of not so interested.

ARTICLE X MISCELLANEOUS POWERS

The Board of Directors shall have the power, in their discretion, to fix the amount of the surplus or net profits of the Corporation to be reserved as working capital or for any other purpose, and to determine whether any of the surplus or net profits arising from its business shall be declared in dividends and paid to the stockholders or whether any portion of the surplus or net profits shall be employed for the purpose of extending the business operations of the Corporation, or to purchase stocks, bonds, and other obligations of other corporations which it is authorized by law to purchase.

ARTICLE XI PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE XII INCORPORATOR


The name and address of the incorporator executing these Articles Of Incorporation is FANNY BARRIOS, P. O. Box 770236, Orlando, Florida 32877.

ARTICLE XIII
INITIAL DIRECTORS AND OFFICERS

The names and addresses of the first Board of Directors and Officers of the Corporation are:

FANNY BARRIOS

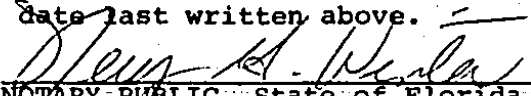
P. O. Box 770236
Orlando, Florida 32877


FANNY BARRIOS,
Incorporator

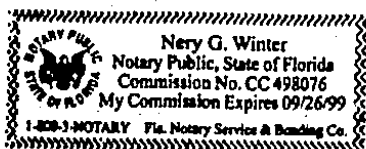
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgments there personally appeared on this 7th day of December, 1995, FANNY BARRIOS, the person who subscribed the foregoing Articles of Incorporation, and she acknowledged the same to be his/her act and deed is the act and deed of himself/herself.

WITNESS my hand and seal on the date last written above.


NOTARY PUBLIC, State of Florida
at Large

MY COMMISSION EXPIRES:

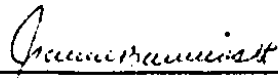


CERTIFICATE DESIGNATING REGISTERED OFFICE AS PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND NAMING REGISTERED AND RESIDENT AGENT UPON WHOM SERVICE MAY BE SERVED.

IN compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

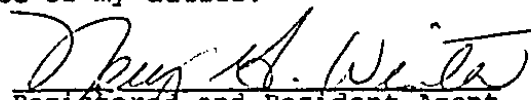
FANNY DESIGNS, INC.

desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at P. O. Box 770236, Orlando, Florida 32877, designates Nory G. Winter, Esq., 407 Wekiva Springs Road, #213, Longwood, Florida 32779 as its Registered and Resident Agent to accept services of process within the State of Florida.



President

Having been named Registered and Resident Agent to accept service of process for the above Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Registered and Resident Agent

Date: December 7, 1995

FILED
95 DEC 22 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA