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Richard A. Chance 305 233-0119

20120 S.W. 115 Avenue
Miami FL 33189

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 17 PM 2:20

FAL JAN 17 1996

ARTICLES OF INCORPORATION

FOR

FASHION ISLAND, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN 17 PM 2:20

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I -- NAME

The name of the corporation shall be: The Fashion Island, Inc.

ARTICLE II -- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 20120 S.W. 115 Avenue, Miami, Florida 33189.

ARTICLE III -- CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one thousand (1000) shares all of which shall be common stock having a par value of \$1.00 per share.

ARTICLE IV -- INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is: Richard A. Chance,
20120 S.W. 115 Avenue, Miami, Florida 33189.

ARTICLE V -- DIRECTORS

The initial board of directors of the Corporation shall consist of two (2) members. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's By-Laws.

The name and address of the directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Khian A. Beckford, P/D	20120 S.W. 115 Avenue, Miami, Florida 33189
Richard A. Chance, V/D	20120 S.W. 115 Avenue, Miami, Florida 33189

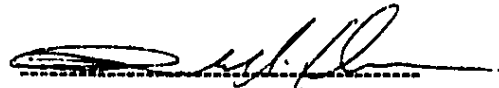
ARTICLE VI - INDEMNIFICATION

The Corporation shall indemnify any officer or director to the fullest extent permitted by law.

ARTICLE VII - INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is Richard A. Chance, 20120 S.W. 115 Avenue, Miami, Florida 33189.

The undersigned incorporator has executed these Articles of Incorporation this 15th day of January, 1996.

A handwritten signature in dark ink, appearing to read 'Richard A. Chance', is written over a horizontal dashed line.

Richard A. Chance

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

STATE OF FLORIDA
DIVISION OF CORPORATIONS

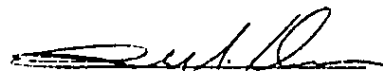
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Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under laws of the State of Florida, submits the following statements in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is FASHION ISLAND, INC.
2. The name of the registered agent and office is:

Richard A. Chance
20120 S.W. 115 Avenue
Miami, Florida 33189

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 STATUTES 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.


RICHARD A. CHANCE

DATE: 1/15/96