

P96000011386

MICHAEL GOLDBERG, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

VENTURE BUILDING
10805 NORTHEAST 2ND AVENUE
SUITE 303
NORTH MIAMI BEACH, FLORIDA 33162

TELEPHONE (305) 851-0400
TELEFAX (305) 851-0011

January 18, 1996

Division of Corporation
PO Box 6327
Tallahassee, FL 32301

Gentlemen:

Enclosed please find the Articles of Incorporation for ERIN, INC., along with a check for \$122.50.

If you have any questions regarding this new corporation, please feel free to contact me at the above address.

Sincerely,


MICHAEL GOLDBERG, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

enclosures

FILED
96 FEB - 5 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SN FEB - 5 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 25, 1996

MICHAEL GOLDBERG, PA
16855 NE 2ND AVE., STE. 303
NORTH MIAMI BEACH, FL 33162

SUBJECT: ERIN, INC.
Ref. Number: W96000001897

We have received your document for ERIN, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 696A00003284

ARTICLES OF INCORPORATION

OF

ERIN OF HOLLYWOOD, INC.

FILED

96 FEB -6 PM 12:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Feb. 2, 1996

The undersigned subscriber who is of legal age and competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts and acknowledges the following Articles of Incorporation for this Corporation:

ARTICLE I

The name of this Corporation shall be:

ERIN OF HOLLYWOOD, INC.

The principle address of this corporation shall be:

**2780 N.W. 183rd STREET
MIAMI, FL 33056**

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are wholesale/retail childrens clothing and accessories to the same extent as natural persons might or could do and specifically the Corporation may engage in any activity or business permitted under the laws of the United States and/or the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: \$1.00 par value, 500 shares authorized, issued and outstanding.

Said stock shall be payable in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, at such valuations as may be determined, from time to time, by the Board of Directors of the Corporation.

ARTICLE IV

This Corporation shall exist perpetually, unless sooner dissolved according to law, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE V

The street address of the initial registered office of this Corporation is 2780 N.W. 183rd STREET, MIAMI, FLORIDA 33056, and the name of the initial Registered Agent of ERIN OF HOLLYWOOD, INC. is to be ALI MARVASTI.

ARTICLE VI

The number of Directors of this Corporation shall initially be one (1). The Corporation shall be managed by the Board of Directors. The exact number of Directors may be increased or decreased, from time to time, by the Laws of the Corporation, but at no time shall there be less than one Director.

The name and street address of the initial Director of the Corporation, who shall hold office for the first year or until successors are elected or appointed and have qualified, shall be:

NAME:

Ali Marvasti

ADDRESS:

2780 N.W. 183rd Street
Miami, Florida 33056

ARTICLE VII

The name and post office address of the Subscriber and the number of shares of stock are:

NAME:

Ali Marvasti

ADDRESS:

2780 N.W. 183rd Street
Miami, Florida 33056

SHARES:

500

ARTICLE VIII

No contract or other transaction between this Corporation and any other corporation, partnership, person, or other entity and no act of any of the directors, officers, or stockholders of this Corporation are pecuniarily or otherwise interested therein, or are directors, officers or stockholders thereof. Any director individually, or any firm of which any director 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 so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director, an officer or a stockholder such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director, officer, or stockholder of such other corporation, or not so interested.

ARTICLE IX

This Corporation reserves the right to name, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, in the manner now or herein prescribed by statute, and any rights conferred upon the stockholders are subject to this reservation.

The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The Corporation shall have a first lien on the shares of its members, and upon the dividends due them, for any indebtedness of such members to the Corporation.

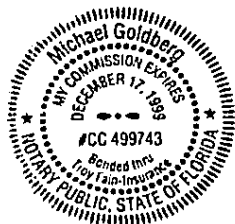
IN WITNESS WHEREOF, the undersigned, being the original Subscriber to the capital stock hereinabove names, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and agreeing to take the number of shares hereinabove set forth, this 5 day of February, 1996.



STATE OF FLORIDA)
COUNTY OF) SS:

BEFORE ME, the undersigned authority, personally appeared to me well known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at said County and State, this 5 day of February, 1996.




Notary Public, State of Florida
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT ERIM OF HOLLYWOOD, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY OF MIAMI, STATE OF FLORIDA HAS NAMED ALI MARVASTI, FROM THE CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Ali Marvasti

TITLE

PRE

DATE

2-5-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

SIGNATURE

Ali Marvasti
(RESIDENT AGENT)

DATE

2-5-96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB -6 PM 12:14

FILED