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N BANNOURA P A
One South Ocean Blvd
Suite 212
Boca Raton Florida 33432

February 1, 1996

Secretary of State
Division of Corporations
Tallahassee, Florida 32399

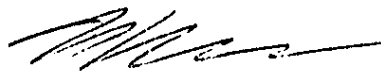
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Dear Sirs:

Please find enclosed the articles of incorporation for NAOMI'S
BRODA; & FORMAL WEAR III, INC along with a check in the amount of
\$122.50 for the filing fees.

Please send return the certificate and articles to the address above.
Thank you for your attention to our request.

Sincerely,



N. Bannoura

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96 FEB - 5 PM 1:37
TALLAHASSEE, FLORIDA

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96 FEB -5 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NAOMI'S BRIDAL & FORMAL WEAR III, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME. The name of the corporation is: NAOMI'S BRIDAL & FORMAL WEAR III, INC.

ARTICLE 2. DURATION. The duration of the corporation is perpetual.

ARTICLE 3. PURPOSE. The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK. The aggregate number of shares which the corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial principal office of the Corporation is 3350 W Hillsboro Blvd, Deerfield Beach, FL 33442, and the name and address of its initial Registered Agent is FATIMA BARAKAT, 3350 W Hillsboro Blvd, Deerfield Beach, FL 33442.

ARTICLE 6. INITIAL BOARD OF DIRECTORS. The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

- | | |
|--------------------|--|
| 1. William Barakat | 2373 S E 9th Street
Pompano Beach, FL 33062 |
| 2. Fatima Barakat | 2373 S E 9th Street
Pompano Beach, FL 33062 |

ARTICLE 7. INCORPORATORS. The name and address of each Incorporator is as follows:

1. William Barakat 2373 S E 9th Street
Pompano Beach, FL 33062
2. Fatima Barakat 2373 S E 9th Street
Pompano Beach, FL 33062

ARTICLE 8. AMENDMENT. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 9. INDEMNIFICATION. The corporation shall indemnify any incorporator, officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 31st day of OCT, 1995.


WILLIAM BARAKAT


FATIMA BARAKAT

STATE OF FLORIDA }
COUNTY OF PALM BEACH }

Before me personally appeared
to me well known and known to me to be the person described in and who executed the
foregoing Articles of Incorporation and acknowledged to and before me that they
executed said instrument for the purposes therein expressed.

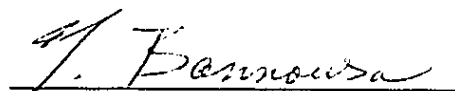
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B623-245-65-581

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WITNESS, my hand and official seal this 31st day of OCTOBER,
1995.


Notary Public, State of Florida at large

(SEAL)

My commission expires:  **N. BANNOURA**
COMMISSION # CC 451835
EXPIRES MAY 4, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **NAOMI'S
BRIDAL & FORMAL WEAR III, INC** which is contained in the foregoing Articles of
Incorporation.

Dated this 31st day of October, 1995.


Registered Agent

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TALLAHASSEE, FLORIDA