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CUSTOMER: Richard H. Brown, Esq.
RICHARD BROWN & ASSOCIATES, PA

300001738053

SWITCH: 0120
1011 East Kennedy, Tallahassee
Tallahassee, FL 32301

DOMESTIC FILING

NAME: 1901 EAST LORNEY, TALL

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXXXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: SERRENA RODOLPH

RECEIVED
96 MAR -8 PM 4:11
DIVISION OF CORPORATION

FILED
96 MAR -8 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAR 11 1996

**ARTICLES OF INCORPORATION OF
PRO-FASHIONAL, INC.**

FILED
96 MAR -8 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

PRO-FASHIONAL, INC.

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed are to be as follows:

- (a) Fashion consulting, design, production, marketing and sales.
- (b) To do any activity as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any of the amendments hereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance in and carry on any and every lawful activity in any manner whatsoever not

prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such activity is similar in nature to the objects set forth in these Articles of Incorporation or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized, or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any act amendatory thereto, supplemental thereto, or substituted therefor.

- (c) The foregoing paragraph shall be construed as enumerating the purposes, objects, and powers of this corporation and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressed and declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

ARTICLE FOUR

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 1,000 shares at a par value of \$1.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. The whole or any part of the capital stock of this corporation shall be payable as lawful money of the United States of America, or property, at a just valuation to be fixed by the stockholders.

ARTICLE FIVE

The beginning capital of this corporation shall be \$1,000.00

ARTICLE SIX

The corporation shall not have directors.

ARTICLE SEVEN

The street address in the State of Florida of the
principal office of the corporation is:

c/o Diepold
801 Hickory Lane
Bradenton, Florida 34208

ARTICLE EIGHT

The business of the corporation shall be managed by its officers, who shall be elected
annually by the stockholders of the corporation. The initial officers of the corporation shall
be as follows:

PRESIDENT: Klaus Franke
801 Hickory Lane
Bradenton, Florida 34208

VICE PRESIDENT: Ursula Franke
801 Hickory Lane
Bradenton, Florida 34208

SECRETARY/TREASURER: Klaus Franke
801 Hickory Lane
Bradenton, Florida 34208

ARTICLE NINE

Any profits earned by the corporation shall be divided among the stockholders on a prorated basis according to each stockholder's earnings.

ARTICLE TEN

The name and address of the person signing these Articles of Incorporation as subscriber is as follows:

RICHARD HENRY MANEY
101 E. Kennedy Boulevard
Suite 3170
Tampa, FL 33602

ARTICLE ELEVEN

The registered agent and registered office of this corporation shall be:

RICHARD HENRY MANEY
101 E. Kennedy Boulevard
Suite 3170
Tampa, FL 33602

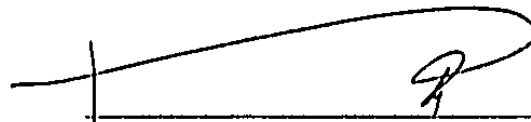
ARTICLE TWELVE

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

ARTICLE THIRTEEN

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.


IN WITNESS WHEREOF, the undersigned has made, subscribed, and acknowledged these Articles of Incorporation this 7th day of March, 1996.



RICHARD HENRY MANEY

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I, RICHARD HENRY MANEY, hereby accept designation as Resident Agent on this 7th day of March, 1996.



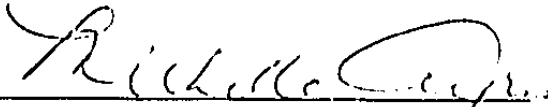
RICHARD HENRY MANEY

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in the State and County aforesaid to take acknowledgments, personally appeared RICHARD HENRY MANEY, to me personally known to me, who executed the foregoing Articles of Incorporation as subscriber and Resident Agent respectively, and he acknowledged before me that he signed the same and uses and purposes therein set forth.

WITNESS my hand and official seal this 14 day of March, 1996.



NOTARY PUBLIC