

P96000024076

DAVID C. LEVENREICH
ATTORNEY AND COUNSELOR AT LAW

ALSO ADMITTED TO
PRACTICE IN
THIRTY-ONE STATES

406 SOUTH PROSPECT AVENUE
CLEARWATER, FLORIDA 34616

TELEPHONE: (813) 441-8485
FACSIMILE: (813) 441-8888

VIA FEDERAL EXPRESS

March 12, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
409 East Gaines Street
Tallahassee, Florida 32301

4000001741864
-03/13/96--01000--013
****122.50 ****122.50

Re: M FASHION C, INC.

Dear Sir/Madam:

Enclosed please find two duplicate originals of Articles of Incorporation for the above-referenced corporation. Also enclosed is my check in the amount of \$122.50 made payable to "Department of State" to cover the filing fee as follows:

\$ 35.00 - Filing Fees
\$ 52.50 - Certified Copy
\$ 35.00 - Registered Agent Designation
\$122.50

Please return the certified copy of these Articles of Incorporation to me at the above address. Thank you for your assistance in this matter.

Very truly yours,

David C. Levenreich

DCL/gab
Enclosures
cc: Mrs. Margaret Knutsson
m\mfashion\DEPARTMENT.LTR

FILED
96 MAR 13 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL MAR 18 1996

ARTICLES OF INCORPORATION OF
M FASHION C, INC.

FILED

ARTICLE I - Name

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The name of this corporation is M Fashion C, Inc. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - Principal Office and Mailing Address

The principal office of this corporation is 605 Market Street, Celebration, Florida 34747. The mailing address of this corporation is 1530 South Dale Mabry, Tampa, Florida 33629.

ARTICLE III - Duration

This corporation shall have perpetual existence.

ARTICLE IV - Purpose

This corporation is organized to include the transaction of any or all lawful business for which it may be incorporated under Chapter 607, Florida Statutes as presently enacted and as it may be amended from time to time.

ARTICLE V - Capital Stock

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 406 South Prospect Avenue, Clearwater, Florida 34616, and the name of the initial registered agent of this corporation at that address is David C. Levenreich, Esquire.

ARTICLE VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial director of this corporation are:
Margaret Knutsson - 19810 Gulf Boulevard, #105, Indian Shores, Florida 34635.

ARTICLE VIII - Incorporator

The name and address of the person signing these Articles are Margaret Knutsson.

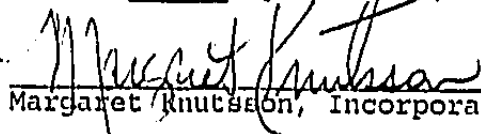
ARTICLE IX - Indemnification

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

ARTICLE X - Amendment

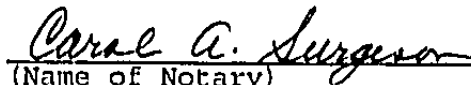
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

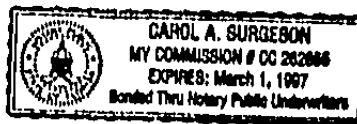
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of March, 1996.


Margaret Knutson, Incorporator

STATE OF FLORIDA
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 8th day of March, 1996, who is personally known to me ~~or who~~ has ~~produced~~ _____ as identification.


(Name of Notary)
Notary Public
(Serial # of Notary) _____



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96 MAR 13 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA**

Pursuant to Fla. Stat. Section 48.091, M Fashion C, Inc., desiring to organize under the laws of the State of Florida, hereby designated David C. Levenreich, located at 406 South Prospect Avenue, Clearwater, Florida 34616, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. Section 48.091(2) relative to maintaining an office for the service of process.


David C. Levenreich, Esquire

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ARTICLES OF MERGER
Merger Sheet

MERGING:

M FASHION STORE, INC., a Florida corporation, P92000011473

M FASHION C, INC., a Florida corporation, P96000024076

INTO

M FASHION, INC., a Florida corporation, L73024

File date: December 26, 1996

Corporate Specialist: Steven Harris