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FOWLER, WHITE, BURNETT, HURLEY, BANICK & STRICKROOT

A PROFESSIONAL ASSOCIATION

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CODY FOWLER (1898-1978)
MORRIS E. WHITE (1892-1988)
JAMES L. HURLEY (1920-1989)

INTERNATIONAL PLACE
100 SOUTHEAST SECOND STREET
SEVENTEENTH FLOOR
MIAMI, FLORIDA 33131

TELEPHONE (305) 789-9200
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March 20, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Re: Evelyn Alay Designs, Inc.
Our File No. 00921-AJA

Gentlemen:

Enclosed are original and one copy of Articles of Incorporation for Evelyn Alay Designs, Inc. Also enclosed is check in the sum of \$122.50 covering your filing fee, registered agent fee and certified copy charge.

Kindly file the original Articles of Incorporation and return the certified copy to the undersigned stamped with the filing date. A self-addressed, stamped envelope is enclosed for your convenience.

Sincerely yours,

FOWLER, WHITE, BURNETT, HURLEY,
BANICK & STRICKROOT, P.A.

Marta L. Chason
Marta L. Chason, C.L.A.
Certified Legal Assistant

Enclosure

MAR 28 1996

BSB

FILED
96 MAR 22 PM 2:47
RECEIVED
DIVISION OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EVELYNE ALAY DESIGNS, INC.

FILED
96 MAR 22 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

Name

The name of the corporation is:

EVELYNE ALAY DESIGNS, INC.

ARTICLE II

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

Capital Stock

The corporation is authorized to issue: (a) One Thousand (1,000) shares of common stock, with a par value of \$1.00 per share; and (b) One Thousand (1,000) shares of preferred stock with a par value of \$100.00 per share.

Alix J.M. Apollon, Esq.
9197 S.W. 128 Lane
Miami, Florida 33176
ph: (305) 254-8992
Florida Bar No. 928460

ARTICLE IV

Address

The mailing address of the corporation is 601 S.W. 24th Road Miami, Florida 33138.

ARTICLE V

Registered Office and Agent

The street address of the corporation's initial registered office is 9197 S. W. 128 Lane, Miami, Florida 33176. The name of the initial registered agent at such office is Alix J.M. Apollon, Esq.

ARTICLE VI

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

Incorporator

The name and address of the incorporator of the corporation is: Evelynne Leone, 601 S.W. 24th Road Miami, Florida 33138.

ARTICLE VIII

Initial Board of Directors

The Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The following persons shall constitute the initial Board of Directors:

<u>Name</u>	<u>Office</u>
EVELYNE LEONE	President and Secretary/Treasurer
JOSEPH LEONE	Vice-President

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of March, 1996.



Evelynne Leone

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**ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT**

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, 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.



Alix J.M. Apillon