10104 8:34 AM PUBLIC ACCESS SY (((H ELECTRONIC FI NO COVE ORATE AGLER 33133 **BTORMONT** 922-4000 PHONE: (305) 541-3884 FAX: (305) 541-3770 (((H96000004683))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A. NAME: PRINCESS I, INC. FAX AUDIT NUMBER: H98000004883 CURRENT STATUS: REQUESTED DATE REQUESTED: 04/02/1996 TIME REQUESTED: 09:34:37 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0 NUMBER OF PAGES: 7 METHOD OF DELIVERY: FAX ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255 Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the fax Audit number on the top and bottom of all pages of the document. (((H98000004683))) ** ENTER 'M' FOR MENU. ** ENTER SELECTION AND (CR): Halp Fi Option Menu F2

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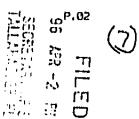
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ARTICLES OF INCORPORATION

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PRINCESS I, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: PRINCESS I, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 9612 S.W. 118 COURT NIAMI FLORIDA 33189

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
- (3) Wholesale girl's apparel

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, plodge, creato a security interest in, lease, exchango, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

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To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint vonture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statue 8607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 20 shares, having an individual par value of \$50.00

Unless otherwise stated in these articles, or in an amondment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Ragistored Agent of this corporation shall be: CHARLES A. MEMENDER 5654 GRANADA BLVD.

CORAL GABLES FL 33146

ARTICLE VII

The initial board of Directors shall consist of a total of 2 person(s) and the name and address of the person(s) who are to serve as an initial director(s) is:

PRESIDENT IRENE GUERRERO 302 VELARDE AVENUE CORAL GABLES FL 33134 TREASURER
BEATRIE SOLOREANO
9612 S.W. 118 COURT
MIAMI FLORIDA 33189

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ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC. 1492 W. FLAGLER STREET #200, MIANI FLORIDA 33135

The undersigned has executed these Articles of Incorporation this 02 day of APRIL ,1996.

RAY C. STORMONT FOR EMPIRE CORPORATE KIT OF AMERICA, INC.

CERTIFICATE OF DESIGNATION ASSISTERED ACRES/REGISTERED OFFICE

Pursuant to the previsions of section \$07.0501, Florida Statums, the undersigned corporation, organized under the laws of the State of Florida, submits the following Statement in designating the registered office/registered agent, in the state of Florida.

Pirst that PAINCESS I, IN	C.
desiring to organize under the	Name of Corporation) laws of the State of FLORIDA
with its principal office incorporation has massed CIAR	as Aindicated in the articles of
located atcoral gastes	(Mana of Registered Agent)
State of Ploride, as its agent this sate.	to eccept service of process within
NAVINA BENT WANTE AS TORREST	'

HAVING BEER HAMED AS REGISTERED AGEST AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE FLACE DESIGNATED IN THIS CERTIFICATE, I MEMBET ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO CONFLY 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.

STORATURE CM LYLL. of est

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