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FLORIDA DIVISION OF CORPORATION
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STATE OF FLORIDA
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CORPORATE RELATIONS INTERNATIONAL IN
101 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-0000
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FASHION FRUIT COMPANY
FAX AUDIT NUMBER: H96000006043
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TALLAHASSEE, FLORIDA

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Articles of Incorporation
of
Fashion Fruit Company

Article I. Name

The name of this Florida corporation is:
Fashion Fruit Company

Article II. Address

The mailing address of the Corporation is:

Fashion Fruit Company
c/o Kaufman Melamed & Kurp, P.A.
11900 Biscayne Boulevard, Suite 262
Miami FL 33181

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:

Cheryl Kaufman
5241 North Bay Road
Miami Beach FL 33140

Article IV. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$.01 per share.

The Corporation elects to have preemptive rights.

The Corporation shall file Internal Revenue Service Form 2553 to elect to be an S Corporation and taxed under the provisions of Subchapter S of the Internal Revenue Code of 1986, as amended (the "Code").

The sale and issuance of the Corporation's shares shall be conducted in compliance with Code Section 1244 so that the Corporation and its shareholders may obtain the benefits of that section.

Article VI. Incorporator

The name and address of the incorporator is:

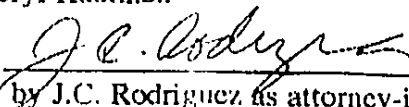
Cheryl Kaufman
Cheryl Julien Kaufman, P.A.
5241 North Bay Road
Miami Beach FL 33140

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective April 29, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on April 29, 1996

Cheryl Kaufman

By: 

by J.C. Rodriguez as attorney-in-fact

Cheryl Kaufman, FL Bar Member 623679
Cheryl Julien Kaufman, P.A.
5241 North Bay Road
Miami Beach FL 33140
305-865-3492, Fax 305-865-0352

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Fashion Fruit Company

REGISTERED AGENT:
Cheryl Kaufman
5241 North Bay Road
Miami Beach FL 33140

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Cheryl Kaufman

by J.C. Rodriguez as attorney-in-fact

Date: April 29, 1996

Cheryl Kaufman, FL Bar Member 623679
Cheryl Julian Kaufman, P.A.
5241 North Bay Road
Miami Beach FL 33140
305-865-3492, Fax 305-865-0352

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