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May 9, 1995

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

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-05/14/96--01090--003

*****70.00 *****70.00

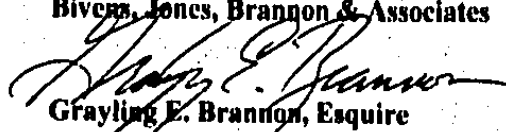
RE: FILING OF ARTICLES OF INCORPORATION
OF MID-TOWN FASHIONS, INC.

Dear Secretary:

Please find enclosed a draft in the amount of \$ 70.00 made payable to the Secretary of State.
Said sum is for the filing fees of the aforementioned Articles of Incorporation.

Thank you for your cooperation.

Sincerely,
Bivens, Jones, Brannon & Associates


Grayling E. Brannon, Esquire

GEB/tal

Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 13 AM 9:11

FILED

GB 5/20/96

ARTICLES OF INCORPORATION FOR MID-TOWN FASHIONS, INC.

By these Articles of Incorporation, the Incorporators forms a corporation for profit under Florida Law.

ARTICLE I

The name of the corporation is Mid-Town Fashions, Inc.

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

The purpose of this corporation is to engage in the business of the retail merchandising of clothing, garments, jewelry, shoes and to exercise the powers now or hereafter granted to corporations under the laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue one thousand (1,000) shares of common stock of no-par value.

ARTICLE V

The initial register agent for this corporation is Grayling E. Brannon, Esquire, and the initial register office is located at 1543 Kingsley Avenue, #18-B, Orange Park, Florida 32073. The principal office is located at 750 A. Phillip Randolph Boulevard, Jacksonville, Florida 32202.

ARTICLE VI

The corporation shall have two (2) directors initially. The number shall be fixed by the by-laws and may be changed from time to time.

RECORDED
11 6 AM 9:11
55 MAY 13 AM 9:11
FLORIDA STATE
ARCHIVE

ARTICLE VII

The name and street address of each member of the first Board of Directors and Incorporators are:

1. Wanda G. Plummer, 2338 Mindanno Drive, Jacksonville, Florida 32246
2. Willa Y. Graham, 2338 Mindanno Drive, Jacksonville, Florida 32246

Wanda G. Plummer
WANDA G. PLUMMER, Incorporator

Willa Y. Graham
WILLA Y. GRAHAM, Incorporator

Grayling E. Brannon
GRAYLING E. BRANNON, Esquire, Resident Agent

STATE OF FLORIDA)
 :SS
COUNTY OF DUVAL)

BEFORE ME, the undersigned authority, personally appeared, WANDA G. PLUMMER, WILLA Y. GRAHAM, and GRAYLING E. BRANNON, Esquire, who provided a Florida Driver's License as identification, or who is personally known to me, and who, after first being duly sworn, deposes and states that they are the Incorporators and Resident Agent in the foregoing instrument and that they executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal on this
26th day of April, 1996.

Cynthia L. Jones
Notary Public - State of Florida
My Commission Expires:



CYNTHIA L. JONES
My Comm Exp. 3/09/97
Bonded By Service Ins
No. CC263738
\$2,000.00