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Ethnic E'legance, Inc.

Regency Square Mall • 9501 Arlington Expressway, Suite 24 • Jacksonville, FL
32225 • Telephone (904) 725-0595

May 30, 1996

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-06/05/96-01079-0007
*****70.00 *****70.00

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32399

TO WHOM IT MAY CONCERN:

Please find enclosed a check in the amount of \$70.00 dollars for the filing of
the Articles of Incorporation for Ethnic E'legance, Inc.

Thank you for your consideration.

Sincerely,

Reba R. Johnson

Reba R. Johnson

Enclosure.

FILED
95 JUN -5 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-7-96
TH

**ARTICLES OF INCORPORATION
OF**

Ethnic E'legance, Inc.

FILED
JUN-5 1971
TALLAHASSEE, FLORIDA

The undersigned subscribers of these articles of Incorporation, each a natural person competent to contract, hereby, associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation is **Ethnic E'legance, Inc.**

ARTICLE II. NATURE OF BUSINESS

The nature of the business to be transacted by this corporation is to operate an establishment primarily engaged in the retail and wholesale distribution of non-durable goods such as art goods, artist's materials, gifts, glassware novelties, and canvas products.

To purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose of transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit-sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in the article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The corporation shall have the authority to issue 100 shares of Common Stock, each share to have a Par Value of \$1.00. The Shares may be issued upon such terms as the Board of Directors may from time to time authorize.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V. TERM

The corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The registered address of the principal office of the corporation in the State of Florida will be located at 9501 Arlington Expressway, No. 24, Jacksonville, Florida, 32225. The registered agent in charge, thereof, is Reba Johnson, at 9501 Arlington Expressway, No. 24, Jacksonville, Florida, 32225.

The Board of Directors may from time to time move the corporate office to other places in Florida or any other state in the United States of America.

ARTICLE VII. DIRECTORS

The 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. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII-A. INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors of this corporation are as follows:

Ms. Reba R. Johnson, President, VP, Treasurer & Secretary
4555 Antelope Street
Middleburg, FL 32068

ARTICLE VIII-B. REGISTERED OFFICE AND AGENT

The street address of the original registered office of this corporation shall be 9501 Arlington Expressway, No. 24, Jacksonville, FL 32225; and the initial registered agent at said office shall be Reba R. Johnson.

ARTICLE IX. SUBSCRIBER

The name and address of the incorporator is as follows:

Ms. Reba R. Johnson
4555 Antelope Street
Middleburg, FL 32068

X. MISCELLANEOUS

The corporation shall have the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in the corporation.

The stockholders, or any two or more of them, may by agreement recorded in the Minute Book of the corporation, impose such restrictions on the sale, transfer, or encumbrance of the stock in this corporation owned by the incorporators to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer, of the stock of the corporation as may be lawful under the statutes and laws of the State of Florida, when such by-law is adopted or amended.

Any incorporator or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors, shall be conclusively deemed to have received proper notice of such meeting unless he/she shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to such contract or transaction; and, notwithstanding his/her or their participation in such action, if the fact of such interests shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify, such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

XI. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer, or employee of this corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee, the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of the corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the corporation that such settlement be made and that such director, officer, or employee, was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee, from exercising any rights to which he/she may be entitled under the by-laws or otherwise.

XII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them, to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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TALLAHASSEE, FLORIDA

XIII. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone, as provided by law. Furthermore, the directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned Incorporator, being natural person competent to contract, have hereunto set her hand this 31st day of MAY, 1996.

Reba R. Johnson
Reba Johnson

CERTIFICATE

DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS
FOR THE SERVICE OF
PROCESS WITHIN THIS STATE.

FILED
JUN-5 AM 11:20
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

Ethnic E'legance, Inc.

desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, has named Reba R. Johnson as its agent to accept service or process within the State of Florida.

Reba R. Johnson

Incorporator

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept such appointment and agree to comply with the provisions of law relating to keeping said office open.

Reba R. Johnson

Registered Agent