

P96 000056600

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailer No.: _____ Express Mail No.: _____

State Fee \$ _____ Our \$ _____

RECEIVED JUL 5 1996

| REQUEST | TAKEN | CONFIRMED | APPROVED |
|---------|-----------|-----------|----------|
| DATE | 7/3/96 | | |
| TIME | 4:00 | | |
| BY | 7/3/96 CD | | |

WALK-IN
 WILL PICK UP _____

RE: Be on Fashion Inc
 100-52602

Capital Express C.O. DISBURSED
 Art. of Inc. File 215
 Corp. Record Search 25
 Ltd. Partnership File 51
 Foreign Corp. File 50
 () Cert. Copy(s)

0000001384898
 07/05/96 01035-008
 Dissolution/Withdrawal MMN 122.50 MMN 122.50

C.U.B.
 Politious Name File
 Name Reservation
 Annual Report/Reinstatement
 Reg. Agent Service
 Document Filing

Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval

UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s, Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prep.
 FAX () pgs.

SUBTOTALS

| | |
|--------------------------------|------|
| FEE..... | \$ 0 |
| DISBURSED..... | \$ 0 |
| SURCHARGE..... | \$ 0 |
| TAX on corporate supplies..... | \$ 0 |
| SUBTOTAL..... | \$ 0 |
| PREPAID..... | \$ 0 |
| BALANCE DUE..... | \$ 0 |

Please remit invoice number with payment

TERMS: NET 10 DAYS FROM INVOICE DATE

1 1/2% per month on Past Due Amounts

Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

BE ON FASHION, INC.

1975
TENNESSEE
RECEIVED
DEPT. OF STATE
FILED
1975
TENNESSEE
RECEIVED
DEPT. OF STATE
FILED

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRSTI The name of the corporation is BE ON FASHION, INC.

SECONDI The period of its duration is perpetual.

THIRDI The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTHI The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTHI The aggregate number of shares which the corporation shall have authority to issue is ONE HUNDRED (100) SHARES of capital stock, \$1.00 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until her successor is elected and qualified is:

Monica Orrego
201 Southwest 97 Court
Miami, Florida 33174

SEVENTH: The name and address of the incorporator, the initial registered agent and the initial registered office is:

Monica Orrego
201 Southwest 97 Court
Miami, Florida 33174

EIGHTH: The principal office of the corporation is:

Be On Fashion, INC.
201 Southwest 97 Court
Miami, Florida 33174

DATED: June 12, 1996

Monica V. J. Orrego
MONICA ORREGO
Incorporator and Initial
Registered Agent

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

Monica M. Orrego
MONICA ORREGO
Incorporator and Initial
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLA.
JUN - 5 AM 9:38

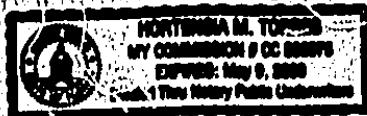
FILED

STATE OF FLORIDA)
COUNTY OF DADE)
ss:

The foregoing instrument was acknowledged before me this 13 day
of JUNE, 1996 by H. M. Tornes who did take an oath and who
is personally known to me.

H. M. Tornes
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My commission expires:



Commission to end acknowledge beginning 06/06/96
13 JUN 1996 9:30

Signature of Notary Public - Name of Notary Public

H. M. Tornes

Print, Type or Sign Name of Notary Public

Personally know to me, or

FPL #

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