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ANNE-MARIE ROUSE
2996 NORWAY PINE LANE
LANANTA, FLORIDA 33462
(407) 964-6515

July 15, 1996

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

100001898221
-07/18/96--01067--013
****122.50 ****122.50

Attn: Corporate Filing Section-Jo Mynard

Dear Jo:

Enclosed please find 2 originals of the articles of incorporation for Sexy Fashions, Inc. along with a check in the amount of \$122.50 to cover all fees.

Please send certified documents using the enclosed Fed-X form to me at the address above.

You can contact me at (407) 964-6515 with any questions.

Best Regards,

Anne-Marie
Anne-Marie

FILED
96 JUL 18 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-22-96
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ARTICLES OF INCORPORATION

OF

SEXY FASHIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation under the Florida General Incorporation Act, adopts the following Articles of Incorporation:

1. The name of the Corporation shall be SEXY FASHIONS, INC.
2. The period of the Corporation's duration shall be perpetual unless dissolved under the laws of the State of Florida and of the United States.
3. The purpose(s) for which this corporation is organized is to operate as a retail mail order clothing firm, as well as any activity or business for which Corporations may be incorporated under chapter 607 of the Florida Statutes.
4. The number of shares of stock that this corporation is authorized to have outstanding at any one time shall be 1000 with a par value of \$1.00.
5. The principal place of business and mailing address of this corporation shall be:

8125 Marshwood Lane
Lake Worth, Florida 33467
6. The initial Board of Directors shall consist of one member, Joan L. Robbins.
7. The name and address of the initial registered agent is:

Joan L. Robbins
8125 Marshwood Lane
Lake Worth, Florida 33467
8. The name and addresses of the initial incorporator is:

Joan L. Robbins
8125 Marshwood Lane
Lake Worth, Florida 33467

9. The holders of the Common Stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the board of directors, such shares of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock herein authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of Common Stock then currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed these articles of incorporation at West Palm Beach, Palm Beach County, Florida, this 16th day of July, 1996.

Joan L. Robbins
JOAN L. ROBBINS, INCORPORATOR

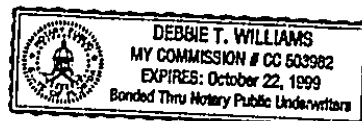
STATE OF FLORIDA
PALM BEACH COUNTY, ss

BEFORE ME, a Notary Public in and for said County, appeared the above named JOAN L. ROBBINS known by me to be she who acknowledged that she made the above Articles of Incorporation and subscribed the same in my presence and the same was her free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal this 16th day of July, 1996, at West Palm Beach, Palm Beach County, Florida.

Debbie T. Williams
NOTARY PUBLIC

(S E A L)



CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, 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.

1. The name of the Corporation is SIXTY FASHIONS, INC.
2. The name and address of the registered agent and office is:

Joan L. Robbins
8125 Marshwood Lane
Lake Worth, Florida 33467

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply 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.



Joan L. Robbins, Registered Agent
July 15, 1996

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TALLAHASSEE, FLORIDA