Orland F. Chy/State	Straits Phone II	-07/22/9601032015 ****490.00 ****122.50 Office Use Only
1	NAME(S) & DOCUMENT All Abol Feshion Z poration Name)	(Bocument #)
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Walk in Mail out NEW FILINGS	Pick up time Will wait Photocommon AMENDMENTS	copy Certificate of Status
Profit NonProfit Limited Liability	Amendment Resignation of R.A., Office Change of Registered Agen	er/Director
Other OTHER FILINGS	Dissolution/Withdrawal Merger REGISTRATION	
Annual Report Fictitious Name Name Reservation	GUALIFICATION Foreign Limited Partnership	er/Director nt 789,634,706,67 789,634,706,67
CORRECT Sur Audum	Other	
DOGENANN) JOHN STONE	<u>L</u>	Examiner's Initials

D. BROWN JUL 2 2 1996

ARTICLES OF INCOMPORATION SECRETARY OF STATE OF

ARTICLE ONE

THE NAME OF THE CORPORATION IS IT'S ALL ABOUT FASHION INC.

ARTICLE TWO

IHIS CORPORATION IS TO PROVIDE RETAIL SALES OF BOTH MALE AND FEMALE FASHIONS, AND ACCESSORIES, WHEREAS, WE WILL OPERATE THE BUSINESS AS A RETAIL MERCHANDISE FACILITY. THE VENUE WHERE THE BUSINESS WILL CONDUCT IT'S OPERATIONS WILL BE MALLS, SHOPPING CENTERS, SINGLE STRUCTURED FACILITIES AND ANY OTHER LOCATIONS AS THE BUSINESS MAY SEE FIT. IF GRANTED CORPORATE STATUS, THE BUSINESS WILL ALSO PROVIDE ANY OTHER SIMILAR VENTURES AS PROVIDED BY STATURE.

ARTICLE THREE

THE PERIOD OF DURATION IS - PERPETUALITY.

ARTICLE FOUR

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE ARE 2000 AT A PAR VALUE OF ONE DOLLAR EACH.

ARTICLE FIVE

THE CORPORATION WILL NOT COMMENCE ITS BU? INESS UNTIL IT HAS RECEIVED FOR THE ISSUANCE OF SHARES CONSIDERATION OF THE VALUE TWO THOUSAND DOLLARS.

ARTICLE BIX

THE STREET ADDRESS OF ITS INITIAL REGISTERED OFFICE IS 304 S. ORANGE BLOSSOM TRAIL, ORLANDO FL. 3280S. THE NAME OF THE INITIAL REGISTERED 'AGENT' IS ANTOINETTE C. LAWSON WHOSE ADDRESS IS 304 S. ORANGE BLOSSOM TRAIL, ORLANDO FL. 3280S. THE PRINCIPAL PLACE OF BUSINESS IS THE SAME AS THE REGISTERED OFFICE.

ARTICLE SEVEN

THE NUMBER OF DIRECTORS WHICH WILL CONSTITUTE THE BOARD OF DIRECTORS IS ONE. THE NAMES AND ADDRESSES OF THE PERSONS WHO WILL SERVE AS DIRECTORS ARE AS FOLLOWS:

NAMES

ADDRESSES

ANTOINETTE C. LAWSON

304 S. ORANGE BLOSSOM TRAIL ORLANDO, FL 32805

ARTICLE EIGHT

THE BOARD OF DIRECTORS SHALL HAVE THE POWER TO SET AND DEVELOP ITS BY-LAWS WITHOUT RESTRICTION OF THEIR POWERS CONFERRED BY STATUS.

ARTICLE NINE

THE NAME AND ADDRESS OF THE INCORPORATOR IS

304 SO. O.B.T. ORLANDO FL. 32805

THE DUTIES AND POWERS OF THE INCORPORATOR SHALL CEASE ONCE THE BUSINESS IS GRANTED CORPORATE STATUS.

FILED 96 JUL 22 PH 1:30

CERTIFICATE OF DESIGNATION OF REGISTERED AHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607,0501 OR 617,0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANISED UNDER THE LAWS OF

							DE8IGNAT!N	K
THE	REGISTI	ered of	ICE/REGIST	ERED AGE	NT, IN THE 8	STATE OF FL	ORIDA.	

1. THE	NAME	OF THE	CORPO	RATION IB
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IT'S ALL ABOUT FASHION INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

ANTOINETTE C. LAWSON (NAME)

304 S. ORANGE BLOSBOM TRAIL (P.O. BOX NOT ACCEPTABLE)

> ORLANDO, FL 32808 (CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT 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 SATUTES 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.

(SIGNATURE)

(DATE)

7-18-96