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*ALSO ADMITTED IN MICHIGAN
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***ALSO ADMITTED IN NEW YORK

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1100 ROYAL PALM WAY
PALM BEACH, FLORIDA 33480
TELEPHONE (888) 888-0800
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PLEASE REPLY TO:

August 26, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314-6327

Re: THE FRENCH ARMOIRE, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-captioned corporation together with the executed acceptance of appointment of registered agent and this firm's check in the amount of \$78.75 covering the following fees:

Filing Fee	\$35.00
Certificate of Good Standing	8.75
Registered Agent Designation	35.00
	<u>\$78.75</u>

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*****78.75 *****78.75

Please file the original Articles of Incorporation, date and stamp the enclosed copy and return it with a Certificate of Good Standing letter to the undersigned.

Very truly yours,

Avis & Avis, P.A.

DEBORAH K. AVIS

DKA/mb

Enclosures

AUG 30 1996

**ARTICLES OF INCORPORATION
OF
THE FRENCH ARMOIRE, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:
THE FRENCH ARMOIRE, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**CRYSTAL TREE CENTRE, SUITE 435
1201 U. S. HIGHWAY ONE
NORTH PALM BEACH, FL 33408**

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock the Corporation shall be authorized to create and issue is 1000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is:

**DEBORAH K. AVIS
CRYSTAL TREE CENTRE, SUITE 435
1201 U.S. HIGHWAY ONE
NORTH PALM BEACH, FL 33408**

**FILED
96 AUG 28 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE V

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

DEBORAH K. AVIS

CRYSTAL TREE CENTRE, SUITE 435
1201 U. S. HIGHWAY ONE
NORTH PALM BEACH, FL 33408

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

The name and street address of the initial director who shall hold office the first year of the Corporation's existence or until her successor is elected, is: DEBORAH K. AVIS, CRYSTAL TREE CENTRE, SUITE 435, 1201 U. S. HIGHWAY ONE, NORTH PALM BEACH, FL 33408.

ARTICLE VII

NATURE OF BUSINESS

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at North Palm Beach, Florida, for the uses and purposes aforesaid, on this 26 day of August, 1996.



DEBORAH K. AVIS, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

SS.

Before me personally appeared DEBORAH K. AVIS, to me well known to be the person described and who produced PERSONALLY KNOWN as identification and did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that she made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at North Palm Beach, Florida, this 26th day of August, 1996.

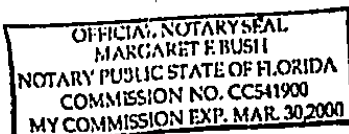


Notary Public, State of Florida at Large

MARGARET E. BUSH

Print Name of Acknowledger

My Commission Expires:



CERTIFICATE OF DESIGNATION

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:

THE FRENCH ARMOIRE, INC.

2. The name and address of the registered agent and office is:

DEBORAH K. AVIS

CRYSTAL TREE CENTRE, SUITE 435
1201 U.S. HIGHWAY ONE
NORTH PALM BEACH, FL 33408

SIGNATURE


DEBORAH K. AVIS

TITLE

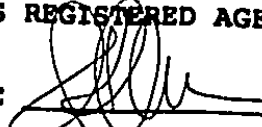
Incorporator

DATE

8-26-96

HAVING BEEN NAMED AS A 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.

SIGNATURE



DATE

8-26-96

FILED
96 AUG 28 10 3 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA