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PRAESTING NO. 1

96 SEP II AH ID: 44 0721000000032 DIVISION OF GUATURATION

REFERENCE (

081504 1195201

AUTHORIZATION : 1

Patricia Pyroto

COST LIMIT : \$ 70.00

ORDER DATE: September 11, 1996

ORDER TIME : 9:41 AM

ORDER NO. : 081504

CUSTOMER NO: 119520A

UUUUU1544410

CUSTOMER: Ms. Ivon Gallo

L & I GALLO ACCOUNTING

1200 Danbury Avenue

Davie, FL 33325

DOMESTIC FILING

NAME:

DRESS FOR LESS FASHIONS, INC.

EFFECTIVE DATE:

XX. ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

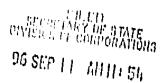
CERTIFIED COPY

_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION OF **DRESS FOR LESS FASHIONS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida

Business Corporations Act do hereby adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation is DRESS FOR LESS FASHIONS, INC.

ARTICLE II OFFICES

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

DRESS FOR LESS FASHION, INC. 2930 N. STATE ROAD 7 LAUDERDALE LAKES, FL 33313

The corporation may have such other offices, either within or without the State of Florida, as the board of directors may designate, or as the business corporation may require from time to time.

ARTICLE III PURPOSE

The general purposes for which the corporation is organized are:

- 1. To engage in general services, including but not limited to: RETAIL CLOTHING
- To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV CAPITALIZATION AND SHARES

The number of shares which the corporation is authorized to issue is 1000 common shares at 1.00 par value.

ARTICLE V REGISTERED AGENT

The name and address of the initial registered agent shall be:

RAM MARK 2930 N. STATE ROAD 7 LAUDERDALE LAKES, FL 33313

ARTICLE VI DIRECTORS

The number of directors constituting the initial board of directors is/are (2). The name and address of each director is:

RAM MARK 2930 N. STATE ROAD 7 LAUDERDALE LAKES, FL 33313

ALON SAYAG 2930 N. STATE ROAD 7 LAUDERDALE LAKES, FL 33313

President

Vice President

ARTICLE VII INCORPORATES

The name and address of each incorporate is:

PRESIDENT

RAM MARK 2930 N. STATE ROAD 7 LAUDERDALE LAKES, FL 33313

VICE-PRESIDENT

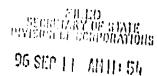
ALON SAYAG 2930 N. STATE ROAD 7 LAUDERDALE LAKES, FL 33313

The undersigned has (have) executed these Articles of Incorporation this

10th. day of September , 1996

Signature/President

Signature/Vice-President



CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statues, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office / registered agent, in the state of Florida.

- 1. The name of the corporation is: DRESS FOR LESS FASHIONS, INC.
- 2. The name and address of the registered agent and office is:

RAM MARK 2930 N. STATE ROAD 7 LAUDERDALE LAKES, FL 33313

Signature-

Title Vice-president

Date 09/10/96

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the 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 statues 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, Ram Mark

Date____09/10/96