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TRANSMITTAL LETTER

FIL FILE

Department of State
Division of Corporations
P O Box 6327
Tallahassee FL 32314

96 SEP 17 11:01

SUBJECT: Fashion Shops, Inc.

Enclosed is an original and one copy of the articles of incorporation and a check for \$78.75 for the Filing Fee and Certificate.

FROM: Morris Keller
125 Worth Avenue Suite 219
Palm Beach FL 33480-4466
(561) 835 9190

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9-18-96

ARTICLES OF INCORPORATION

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

ARTICLE I. NAME

The name of the corporation shall be:

Fashion Shops, Inc.

ARTICLE II PRINCIPAL OFFICE

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

125 Worth Avenue Suite 219
Palm Beach FL 33480-4466

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

200 shares of stock at No Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Morris Keller, 125 Worth Avenue Suite 219, Palm Beach FL 33480-4466

ARTICLE V INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Bonni Keller, 120 Via Del Lago, Palm Beach FL 33480
Morris Keller, 120 Via Del Lago, Palm Beach FL 33480

The undersigned incorporators have executed these Articles of Incorporation this 14th day of September, 1996.

Bonni Keller
.....
Morris Keller
.....

85 11 11
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 REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Fashion Shops, Inc.

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

Morris Keller
125 Worth Avenue Suite 219
Palm Beach FL 33480-4466

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 am familiar with and accept the obligations of my position as registered agent.

Morris Keller
.....

September 14, 1996