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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: ACE INDUSTRIES, INC.
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NAME: PROSPERITY DESIGNER OUTLET, INC.

AUDIT NUMBER.....H96000015958

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

H96-15958

of PROSPERITY DESIGNER OUTLET, INC.
a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.

Article 1: Name of the Corporation: PROSPERITY DESIGNER OUTLET, INC.
Address of the Corporation: 15427 N.E. 21st AVENUE
NORTH MIAMI BEACH, FL 33162

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000
PAR VALUE \$1.00 (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:

10300 SW 13th STREET, MIAMI, FLORIDA 33013
and the name of the initial registered agent at such address is VIVIAN CALVO

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

[Signature]
Signature of Registered Agent

11/8/96
Date

Article 6: The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. JUDAH HAZAN 15427 N.E. 21st AVENUE, NO. MIAMI BEACH, FL 33162
CARYN HAZAN 15427 N.E. 21st AVENUE, NO. MIAMI BEACH, FL 33162

Article 7: The Name and address of the Incorporator is:

VIVIAN CALVO
10300 S.W. 13th STREET
MIAMI, FLORIDA 33013

In witness whereof I have subscribed my name

[Signature]
Signature of Incorporator
VIVIAN CALVO

Prepared by:
ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571

H96-15958