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PRENTICE HALL
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ACCOUNT NO. : 072100000032

REFERENCE : 174872 9931A

AUTHORIZATION :

COST LIMIT : \$ PPD

96 DEC -4 PM 3:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 4, 1996

ORDER TIME : 10:06 AM

ORDER NO. : 174872-005

CUSTOMER NO: 9931A

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-12/04/96--01087--020
****122.50 ****122.50

CUSTOMER: Carmen Dumas, Legal Assistant
LAWRENCE H. ROGOVIN, ESQ

Suite 125
1031 Ives Dairy Road
Miami, FL 33179

DOMESTIC FILING

NAME: SMART FASHIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

RECEIVED
96 DEC -4 PM 12:13
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
SMART FASHIONS, INC.

FILED
96 DEC -4 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 this corporation shall be **SMART FASHIONS, INC.**

ARTICLE II - PRINCIPAL OFFICE

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

1648 NE 205th Terrace
Miami, FL 33179

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of One (\$1.00) Dollar par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Lawrence H. Rogovin, Esquire, 1031 Ives Dairy Road, Suite 125, Miami, FL 33179-2538.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by amendment of the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Millie Jachter
1648 NE 205th Terrace
Miami, FL 33179

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Millie Jachter, 1648 NE 205th Terrace, Miami, FL 33179.

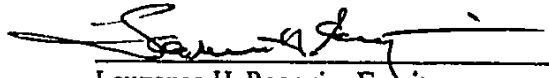
The undersigned has executed these Articles of Incorporation this 3rd day of
December, 1996.

A handwritten signature in cursive script, reading "Millie Jachter", written over a horizontal line.

Millie Jachter, Incorporator
1648 NE 205th Terrace
Miami, FL 33179

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF INCORPORATION, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.


Lawrence H. Rogovin, Esquire
Dated: December 3, 1996

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TALLAHASSEE, FLORIDA