

P96000/03987

LETTER OF TRANSMITTAL

EFFECTIVE DATE

1-2-97

DECEMBER 13, 1996

TO: STATE OF FLORIDA, DIVISION OF INCORPORATIONS

FROM: MARIA M. ARENAS

SUBJECT: ARTICLES OF INCORPORATION
FOR MARLY'S FASHION, INC.

200002030452--1
-12/17/96--01060--007
****122.50 ****122.50

ATTACHED YOU WILL FIND ARTICLES TO INCORPORATE MARLY'S FASHION, INC.
AS A FLORIDA CORPORATION. FEE OF \$ 122.50 (WITH CHECK #0108) IS ALSO
ENCLOSED;

REMIT ALL CORRESPONDENCE TO: MARLY'S FASHION, INC.
2208 NW 82ND AVENUE
MIAMI, FLORIDA 33122

FILED
96 DEC 27 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-26541
LR 1218

12-30-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1996

MARIA M ARENAS
2208 NW 82ND AVENUE
MIAMI, FL 33122

SUBJECT: MARLY'S FASHION, INC.
Ref. Number: W96000026541

We have received your document for MARLY'S FASHION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date listed in article XII is incomplete.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 496A00056334

EFFECTIVE DATE
1-2-97

ARTICLES OF INCORPORATION
OF MARLY'S FASHION, INC.

FILED
96 DEC 27 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation of MARLY'S FASHION, INC. a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is MARLY'S FASHION, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

Section 3.01. Purposes. The purposes for which this Corporation is organized are as follows:

- a. To engage in the transaction of any and all business permitted under the laws of the State of Florida and of the United States.
- b. To engage in the business of importing, exporting, purchasing and selling wholesale & retail fashion apparel.
- c. To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation.

Section 23.02. Powers. The Corporation, subject to any specific written limitations of restrictions imposed by the Corporation Laws of the State of Florida or by these Articles of Incorporation, shall have and exercise the following powers:

- a. To have and to exercise all the powers specified under the Florida General Corporation Act.
- b. To purchase, transfer, sell, convey, acquire, own operate, exchange, lease, improve, develop, mortgage, manage and otherwise deal in interests in real and personal property of any nature or kind.
- c. To carry out all or part of the purposes stated herein as principal, agent or otherwise, either alone or in association with any other persons firms, associations, or corporations, or, to such extent as a corporation organized under the laws of the State of Florida may or hereafter lawfully do, as a member of, or as the owner or holder of any stock of, or shares or securities or interests in, any general or limited partnership, association or corporation trust syndicate, or other firm entity ; and to alike extend in connection therewith, to make, enter into, and perform contracts or deeds with any person, firm, association or corporation or any government or subdivisions, agency or instrumentality thereof.
- d. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any domestic or foreign corporation, association, partnership, individual or other entity.
- e. Each of the foregoing clauses of this section shall be construed as independent powers, and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or interference from, the terms of any other clause. The enumeration

of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses, be deemed to exclude another not expressed, although it be of a like nature.

Section 3.03. Conducting business in Other Jurisdictions. The Corporation may conduct business and otherwise carry on its purposes and exercise its powers in any state, territory, district of possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by law of the state, territory, district of possession of the United States, or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States or foreign country.

Section 3.04. Carrying Out Purposes and Powers. The Board of Directors, subject to any specific written limitation or restriction imposed by the Corporation Laws of the State of Florida or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval of the shareholders of the Corporation

ARTICLE IV - CAPITAL STOCK

Section 4.01. Number of Authorized Shares. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each having the par value of ten (\$.10) cents.

Section 4.02. Voting Rights. Such shares of stock may be designated either voting or nonvoting shares before issuance by action of the Board of Directors; provided, however, that unless such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Section 4.03. Consideration for Stock. Authorized capital stock may be paid in cash, service or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

Section 4.04. Dividends. The holders of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property or shares of capital stock.

ARTICLE V - REGULATION OF INTERNAL AFFAIRS

Section 5.01. The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the Corporation not inconsistent with the Corporation Laws of the State of Florida or of these Articles of Incorporation.

Section 5.02. Transactions with Directors. Any contract or other transaction between the Corporation and any firm, organization or corporation of which one or more of the Directors are members, employees, shareholders, directors or officers, or in which they have an interest, shall be valid for all purposes, notwithstanding the presence of the interested Director or Directors at the Board of Directors meeting in which the contract or transaction is acted upon or considered, and notwithstanding his or their participation in the action, if the fact of such interest shall be

disclosed or known to the Board of Directors and if the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction and permit the interested Directors to be counted in determining whether a quorum is present and to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE VI - REGISTERED OFFICE AND AGENT

Section 6.01. Registered Office. The address of the initial registered office of the Corporation is 2208 N.W. 82nd Avenue, Miami, Florida 33122. The address of the Corporation principal office is the same.

Section 6.02. Registered Agent. Pursuant to Section 48.091 of the Florida Statutes, MARLY'S FASHION, INC. Has named Maria M. Arenas as its registered agent, to be at the address of the registered office of this Corporation, to accept service of process for this Corporation to otherwise comply with all provisions of said Act and all laws pertaining thereto.

ACKNOWLEDGMENT: Having been named to accept service of process and to serve as registered agent for this Corporation, at the place designated above, I hereby accept such appointment to act in such capacity and agree to comply with all laws pertaining thereto.

Maria M. Arenas (SEAL)
Registered Agent

ARTICLE VII - FUNDAMENTAL CHANGES

The affirmative vote or written consent of the holders of sixty percent (60%) of the issued and outstanding shares of capital stock shall be necessary for the following corporate action:

- (a) Merger or consolidation of the Corporation.
- (b) Reduction or increase of the stated capital of the Corporation.
- © Sale of a mayor portion of the property of assets of the Corporation.
- (d) Dissolution or liquidation of the Corporation.

ARTICLE VIII - DIRECTORS

This Corporation shall have one director initially:

Maria M. Arenas of 9433 Fontainebleau Blvd. #110; Miami, Florida, 33172

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first. The number of directors ma be increased or diminished from time to time by the By-Laws, but shall never be less than one. The directors need not be residents of the State of Florida or shareholders of the Corporation.

ARTICLE IX - OFFICERS

The initial officers of this Corporation shall be as follows:

President and Secretary/Treasurer

MARIA M. ARENAS of 9433 Fontainebleau Blvd. #110
Miami, Florida 33172

The person named as initial officers shall hold office for the first year of existence of this Corporation or until his or their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE X - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

MARIA M. ARENAS of 9433 Fontainebleau Boulevard, Apt. #110
Miami, Florida 33172

ARTICLE XI - INDEMNIFICATION

This Corporation shall have the authority, acting through its Board of Directors, to advance expenses to or indemnify any officer, employee, agent or director to the full extent permitted by law when said person has incurred expenses or liabilities, in the sole discretion of the Board of Directors for the benefit or on behalf of the Corporation.

ARTICLE XII - FISCAL YEAR

The fiscal year will be from January to December starting in January 2, 1997.

ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend any provision of this Articles of Incorporation in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 23rd day of December 1996.

Maria M. Arenas

INCORPORATOR

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared MARIA M. ARENAS, the Incorporator herein, who, executed the foregoing Articles of Incorporation and stated on oath that the contents thereof are true and correct, this 23rd day of December 1996.

My commission expires: 10/23/97

NOTARY PUBLIC

OFFICIAL NOTARY SEAL
CARLOS M. ALMANDOZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC504273
MY COMMISSION EXP. OCT. 23, 1997

FILED
96 DEC 27 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA