

897000015435

WILLIAM G. NORWICH

ATTORNEY AT LAW

45 SOUTH ATLANTIC AVENUE

POST OFFICE BOX 320606

COCOA BEACH, FLORIDA 32932-0606

WILLIAM G. NORWICH

TELEPHONE (407) 783-0806

FAX (407) 799-1906

MAURICE B. GRALLA
OF COUNSEL

January 30, 1997

Corporate Records Bureau
Department of State
Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

500002078165--9

-02/05/97--01042--014

****122.50 ****122.50

Re: Lunachicks, Inc. *Designs, Inc.*

Dear Sir or Ms.:

Enclosed please find the original and one copy of Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$122.50 to cover the following fees:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00

Please return the certified copy to the undersigned

Very truly yours,

William G. Norwich
William G. Norwich

Enclosures

WGN/kbd

FILED
97 FEB 18 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-3037
502
2/6/97
15



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1997

WILLIAM G. NORWICH
45 SOUTH ATLANTIC AVE.
COCOA BEACH, FL 32932-0606

SUBJECT: LUNACHICKS, INC.
Ref. Number: W97000003037

We have received your document for LUNACHICKS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 097A00006421

ARTICLES OF INCORPORATION
OF
LUNACHICK DESIGNS, INC.

FILED
97 FEB 18 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby associate herself for the purpose of forming and becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that she has become such corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of the corporation is: LUNACHICK DESIGNS, INC.

ARTICLE II

The general character of the business to be transacted by said corporation shall be and is as follows:

A. To engage in the business of manufacture and sale of clothing, and any other lawful act or activity or business permitted under the laws of the United States and of the State of Florida.

B. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of, real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in other states and countries.

C. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, assign, sell, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

D. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

E. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

F. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the ownership, including the right to vote such stock.

ARTICLE III

This corporation shall have all of the powers given to it by the laws of the State of Florida, now or hereafter, and any specific powers herein enumerated shall not be construed as a limitation upon the powers of the corporation.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock with a One Dollar (\$1.00) par value.

ARTICLE V

The principal office of this corporation shall be and is located at 514 Harrison Avenue, Cape Canaveral, Florida, 32920. The mailing address for this corporation is 514 Harrison Avenue, Cape Canaveral, Florida, 32920. Said corporation, however, may establish branch offices in any other place or places, and may change the place of the principal office as and when it is deemed advisable by its Board of Directors.

ARTICLE VI

The street address of its initial registered office and the name of the initial registered agent at such address is:

ARISTA G. ABEND
514 Harrison Avenue
Cape Canaveral, Florida 32920

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

The name and address of the person who is serving as director until the first annual meeting of shareholders or until her successors are elected and shall qualify is:

ARISTA G. ABEND
514 Harrison Avenue
Cape Canaveral, Florida 32920

ARTICLE VIII

The subscriber to these Articles of Incorporation and her mailing addresses is:

ARISTA G. ABEND
514 Harrison Avenue
Cape Canaveral, Florida 32920

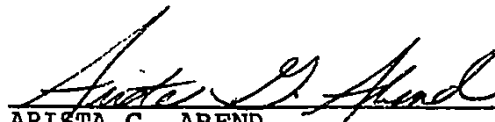
ARTICLE IX

This corporation is to exist perpetually.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29 day of January, 1997.


ARISTA G. ABEND

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, personally appeared ARISTA G. ABEND who, being first duly sworn and produced Florida driver's license No. A153-007-74-809-5 as identification and whose name is subscribed to the foregoing Articles of Incorporation, acknowledged to me that she executed the same for the purposes therein mentioned.

WITNESS my hand and seal at Cocoa Beach in the State and County aforesaid this 29th day of January, 1997.



KATHERINE B. DIAMONDIS
MY COMMISSION # CC458987 EXPIRES
June 4, 1999
BONDED THROUGH TROY FAIR INSURANCE, INC.



NOTARY PUBLIC, State of Florida

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act.

LUNACHICK DESIGNS, INC. is desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in Cape Canaveral, Florida, and has named ARISTA G. ABEND as its agent to accept service of process within this State.

Having been named to accept service of process for the above corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


ARISTA G. ABEND

FILED
97 FEB 18 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA