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FREEMAN & FREEMAN

Stephan J. Freeman

April 4, 1997

685 First Avenue North
St. Petersburg, Florida 33701
(813) 896-2288
Fax (813) 822-3397

Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-04/07/97--01118--016
****122.50 ****122.50

Re: SHERYL TAYLORS, INC.
Articles of Incorporation

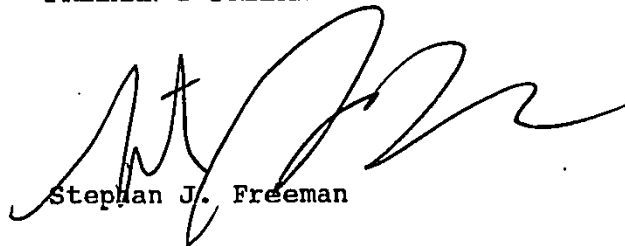
Dear Sir or Madam:

Enclosed is an original and a copy of the Articles of Incorporation for the corporation, SHERYL TAYLORS, INC., to be filed in your office. Please file same and return a copy to this office in the envelope provided herein. A check in the amount of \$122.50 is enclosed for the filing fee.

Thank you for your assistance in this matter. If you should have any questions regarding this matter, please do not hesitate to call or write.

Very truly yours,

FREEMAN & FREEMAN



Stephan J. Freeman

SJF/nlf

Enclosures

Stephan J. Freeman GAVE
AUTHORIZATION BY PHONE TO
CORRECT add principal address
DATE 4-8-97
DO: EXAM. ufw

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 PM 2:21

ufw 4-8-97

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

SHERYL TAYLORS, INC.

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the Corporation is SHERYL TAYLORS, INC.

ARTICLE II TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE III PURPOSE

The purposes for which the Corporation is organized are:

A. Consignment of women's clothing.

B. To do everything necessary and proper for the accomplishment of any of the purposes or attaining of any of the objects or furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary, or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with any other Corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes, or attainment of the objects or the furtherance of such purposes or objects of the Corporation.

C. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is expressly

provided hereby that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE IV CAPITAL STOCK

The capital stock of the Corporation shall be 100 shares of common stock having a par value of \$1.00.

ARTICLE V REGISTERED OFFICE/PRINCIPAL ADDRESS

The street address of the initial registered office of the Corporation is 1322 C Pelican Creek Crossing, St. Petersburg, FL 33707, and the name of the initial registered agent at such address is SHERYL A. BROWN.

ARTICLE VI DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall not be less than one (1); and subject to such minimum may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed, the number shall be one (1).

ARTICLE VII INITIAL DIRECTORS

This Corporation shall have one (1) Director initially. The name and address of the member of the initial Board of Directors is:

Name	Address
SHERYL A. BROWN	1322 C Pelican Creek Crossing St. Petersburg, FL 33707

ARTICLE VIII INCORPORATOR

The name and address of the person signing these Articles of

Incorporation as incorporator is:

Name

Address

SHERYL A. BROWN

1322 C Pelican Creek Crossing
St. Petersburg, FL 33707

ARTICLE IX BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of directors and the shareholders. Any By-Laws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group except that any By-Law adopted by the shareholders may provide that it can only be altered, amended or repealed by the shareholders.

ARTICLE X CONTRACTS

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any Director of the Corporation is interested in, or is a Director or Officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract or transaction of the Corporation with any person, firm or corporation shall be affected by the fact that any Director of the Corporation is a party in any way connected with such person, firm or corporation and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with a corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XI AMENDMENT

Section 1 The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders by these Articles of Incorporation or the By-Laws is subject to this reservation.

Section 2 These Articles of Incorporation may be amended in the manner provided by the Florida General Corporation Act effective January 1, 1976, or as it is thereafter amended.

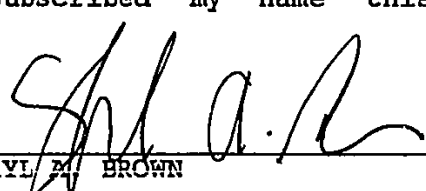
ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify any officer or Director or any former officer or Director to the full extent permitted by law.

ARTICLE XIII RESTRAINT ON ALIENATION OF SHARES

The stockholders of the Corporation shall have the power to include in the By-Laws, adopted by a two-third majority of the stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the Corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as the relevant terms, conditions and details thereof, shall be determined by the stockholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

IN WITNESS WHEREOF, I have subscribed my name this
4th day of April, 1997.



SHERYL A. BROWN

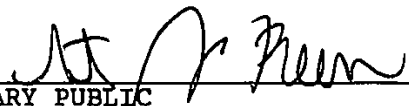
STATE OF FLORIDA

COUNTY OF PINELLAS

Before me personally appeared SHERYL A. BROWN, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 4th day of April, 1997.

STEPHAN J. FREEMAN
Notary Public, State of Florida
My Comm. Expires Dec. 3, 1997
No. CC320252



NOTARY PUBLIC
My Commission Expires:

I hereby accept to act as initial Registered Agent for SHERYL
TAYLORS, Inc., as stated in these Articles of Incorporation.



SHERYL A. BROWN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR - 21
PM 2:21