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RICHARD M. SELMAN, P.A.*
ROBERT I. CLAIRE, ESQUIRE, P.A.
* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

P970000 36184
April 15, 1997

FILED
97 APR 21 AM 11:05
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS 4276321431

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-04/21/97--01117--010
****122.50 ****122.50

RE: NORTHPORT JEAN COMPANY, INC.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

Also enclosed is check in the amount of \$122.50 for filing fees as follows for the corporation:

Filing Fees	\$ 35.00
Cert. copy	52.50
Reg. Agent	<u>35.00</u>
Amount	\$122.50

Your expediency in returning the filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,

Robert I. Claire
Robert I. Claire, Esq.

RIC/jc
Enclosures/check

P. CHASEN APR 24 1997

ARTICLES OF INCORPORATION

OF

NORTHPORT JEAN COMPANY, INC.

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

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

**NORTHPORT JEAN COMPANY, INC.
1850 S.E. 17th Street
Bay #206
Fort Lauderdale, Florida 33316**

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

A. To operate a retail store specializing in the sale of apparel and accessories merchandise.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

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ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 7280 W. Palmetto Park Road, Suite 106, Boca Raton, Florida 33433 and the name of its initial Registered Agent at that address is Robert I. Claire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is (3). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and addresses of the initial Directors of the corporation are as follows:

Errohl Miller, Director	1850 S.E. 17th Street Bay #206 Fort Lauderdale, Florida 33316
Jamie Miller, Director	1850 S.E. 17th Street Bay #206 Fort Lauderdale, Florida 33316
Winter Hodges, Director	1850 S.E. 17th Street Bay #206 Fort Lauderdale, Florida 33316

ARTICLE VII

OFFICERS

The names and addresses of each initial officer is as follows:

Errohl Miller, President	1850 S.E. 17th Street Bay #206 Fort Lauderdale, Florida 33316
Jamie Miller, Vice President	1850 S.E. 17th Street Bay #206 Fort Lauderdale, Florida 33316
Winter Hodges, Secretary & Treasurer	1850 S.E. 17th Street Bay #206 Fort Lauderdale, Florida 33316

ARTICLE VII

INCORPORATORS

The name and address of each Incorporator is as follows:

Errohl Miller	1850 S.E. 17th Street Bay #206 Fort Lauderdale, Florida 33316
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ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 18th day of April, 1997.



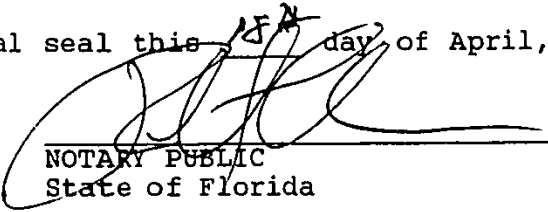
Errohl Miller

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

Before me, personally appeared Errohl Miller, to me personally known, who did take an oath, and known to me to be the person described in and executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 15th day of April, 1997.


NOTARY PUBLIC
State of Florida

My Commission expires:

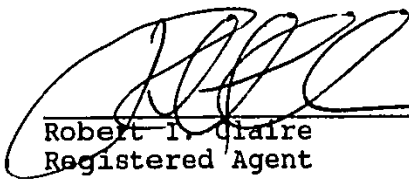


Robert Claire
MY COMMISSION # C0830247 EXPIRES
March 27, 2001
BONDED THRU TROY FAH INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **NORTHPORT JEAN COMPANY, INC.** which is contained in the foregoing Articles of Incorporation.

DATED this 15th day of April, 1997.


Robert I. Claire
Registered Agent

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