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LAW OFFICES  
**GOLDSTEIN & WILENSKY**

PROFESSIONAL ASSOCIATION  
1500 CORPORATE CENTER WAY  
SUITE 102  
WELLINGTON, FLORIDA 33414-8598

MARC R. GOLDSTEIN\*  
MARK WILENSKY

\*ADMITTED TO PRACTICE IN  
FLORIDA AND NEW YORK

(561) 791-9898  
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OF COUNSEL  
NICOLETTI BLOCK DUFFY  
PONCY & EDWARDS, P.A.

May 7, 1997

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

800002172738--5  
-05/09/97--01044--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: **Diana Rivera's Dancewear & Collectibles, Inc.**

Ladies and Gentlemen:

Enclosed herewith is an original and one copy of the Articles of Incorporation for Diana Rivera's Dancewear & Collectibles, Inc., Certificate of Designation of Registered Agent/Registered Office, and the filing fee of \$70.00. Please file the Articles and provide proof of same.

Thank you for your attention to this matter.

Very truly yours,

GOLDSTEIN & WILENSKY, P.A.

  
MARK WILENSKY

MW/rap

Enclosures

FILED  
97 MAY -9 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 14 1997

ARTICLES OF INCORPORATION  
OF

DIANA RIVERA'S DANCEWEAR & COLLECTIBLES, INC.

FILED  
97 MAY -9 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DIANA RIVERA'S DANCEWEAR & COLLECTIBLES, INC.

The address of the principal office of this corporation shall be 8316 Little Beth Drive East, Boynton Beach, Florida 33457, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 8316 Little Beth Drive East, Boynton Beach, Florida 33457, and the name of the initial registered agent of the corporation at that address is Diana L. Rivera.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Diana L. Rivera	8316 Little Beth Drive East
Dir.	Boynton Beach, FL 33457

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Diana L. Rivera	8316 Little Beth Drive East
Pres./V. Pres./	Boynton Beach, FL 33457
Sec./Treas.	

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to  
these Articles of Incorporation:

Goldstein & Wilensky, P.A.  
1500 Corporate Center Way  
Suite 102  
Wellington, FL 33414-8598

IN WITNESS WHEREOF, the undersigned agent of Goldstein  
& Wilensky, P.A. has hereunto set their hand and seal of  
Goldstein & Wilensky, P.A., on May 7, 1997.

GOLDSTEIN & WILENSKY, P.A.

By:

Mark Wilensky agent  
Its Agent, Mark Wilensky

ASSIGNMENT BY THE SOLE INCORPORATOR  
OF THE ARTICLES OF INCORPORATION OF  
DIANA RIVERA'S DANCEWEAR & COLLECTIBLES, INC.

Goldstein & Wilensky, P.A., as sole incorporator, for  
value received hereby assigns any and all rights it may have  
as such incorporator to the following:

Diana L. Rivera

Dated: May 7, 1997

GOLDSTEIN & WILENSKY, P.A.

By: [Signature]  
Its Agent, Mark Wilensky

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
97 MAY -9 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or  
617.0501, FLORIDA STATUTES, THE UNDERSIGNED  
CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT  
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: DIANA RIVERA'S DANCEWEAR &  
COLLECTIBLES, INC.
2. The name and address of the registered agent and office is:

Diana L. Rivera  
8316 Little Beth Drive East  
Boynton Beach, FL 33457

*Having been named as registered agent and to accept service of process for  
the above stated corporation at the place designated in this certificate, 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 obligations of my position as registered agent.*



Diana L. Rivera