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May 6, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-05/12/97-01156-011
*****122.50 ****122.50

Re: Articles of Incorporation: THE ENCHANTED CLOSET, INC.

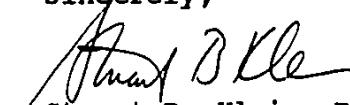
Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation, and our check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$35.00
Certified Copy of the Articles	\$52.50
Filing Fee for Registered Agent	\$35.00

Please file the enclosed Articles of Incorporation and return a certified copy to this office. Also enclosed is the Designation of Registered Agent form pursuant to 48.091, Florida Statutes.

Sincerely,


Stuart B. Klein, Esq.

SBK:clw

Enclosures

CERTIFIED MAIL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 12 PM 12: 51

D. BROWN MAY 16 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 12 PM 12:51

ARTICLES OF INCORPORATION

OF

THE ENCHANTED CLOSET, INC.

ARTICLE I

The name of the corporation is THE ENCHANTED CLOSET, INC. The principle office and mailing address is:

**10113 Hunt Club Lane
Palm Beach Gardens, Florida. 33418**

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of .10 cents of voting common stock.

ARTICLE V

The Registered Agent and street address of the initial Registered Office of this corporation in the State of Florida shall be:

**Stuart B. Klein, Esq.
1551 Forum Place, Suite 400B
West Palm Beach, FL 33401**

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

This corporation shall have two (2) directors initially. The number of Directors may be changed from time to time by the By-Laws but shall not be less than two (2). The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

Jeanine M. Klein
10113 Hunt Club Lane
Palm Beach Gardens, FL 33418

Lisa Godown
12477 Seminole Boulevard
North Palm Beach, FL 33408

ARTICLE VII

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

Stuart B. Klein
1551 Forum Place, Suite 400-B
West Palm Beach, FL 33401

ARTICLE VIII

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 the Board of Directors to the shareholders and approved at a shareholders' meeting by at least a majority of the shareholders entitled to vote, unless all of the directors and all of the shareholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

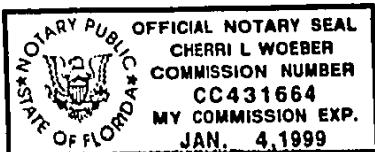
IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on the 6th day of May, 1997.


STUART B. KLEIN

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared STUART B. KLEIN, to me known to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed these Articles of Incorporation on this 6th day of May, 1997.


Notary Public
Name: CHERRI L. WOEBLER



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That THE ENCHANTED CLOSET, INC., desiring to organize under the laws of the State of Florida, with its principal office at the County of Palm Beach, State of Florida, has named Stuart B. Klein, Esq., of 1551 Forum Place, Suite 400B, West Palm Beach, Florida 33401 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

DATED this 6th day of May, 1997.



STUART B. KLEIN
Registered Agent

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 12 PM12:52

Having been named as statutory registered agent for THE ENCHANTED CLOSET, INC., a Florida corporation (the "Corporation"), I hereby agree to act in that capacity, and, on behalf of the Corporation, to accept service of process for the Corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Stuart B Klein
Stuart B. Klein

Date: May 6 1997

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Stuart B. Klein, known to me and known by me to be the person named in the foregoing Affidavit of Acceptance of Appointment as Registered Agent, and he acknowledged to me and before me that he agrees to act in the capacity of the registered agent of THE ENCHANTED CLOSET, INC., a Florida corporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 6th day of May, 1997.

Cherie L. Woeber
Notary Public
Name: Cherie L. Woeber