

May 20, 1997

Florida Department of State
Secretary of State
Division of Corporations
George Firestone Bldg.
409 E. Gaines St.
Tallahassee, FL 32399

RE: INCORPORATION

To Whom It May Concern:

Please file the enclosed incorporation documents. \$122.50 check payable to the Secretary of State is enclosed. Please return a certified copy of the incorporation to the address at 2659 NE 35TH ST., Ocala, FL 34479, (352) 402-0053.

Thank you for your attention and assistance.

Sincerely,



YUN LEE
2659 NE 35TH ST.
Ocala, FL 34479
(352) 402-0053



KWANG LEE
2659 NE 35TH ST.
Ocala, FL 34479
352) 402-0053

FILED
97 MAY 22 AM 8:41
TALLAHASSEE, FLORIDA

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U.S. MAIL

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ARTICLES OF INCORPORATION
OF
ON NU RI, INC.

ARTICLE I - NAME

The name of the corporation shall be ON NU RI, INC.

ARTICLE II - DURATION

This Corporation shall have a perpetual duration.

ARTICLE III - PURPOSE

This Corporation may engage in the business of retail sales, holding company for businesses doing retail sales and/or any other business activity as outlined by bylaws or as permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of single class common stock at no par value to no more than 10 people and issued and transferrable only to natural citizens or resident aliens. The initial stock offering of 100 shares shall be held by KWANG LEE and YUN LEE in joint tenancy by the entireties with full rights of survivorship.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same, class or series as that which s/he already holds, shall have the right to purchase his/her pro rate share (rounded to the closest whole number and where there is a one-half share, to be rounded up to the next whole number) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and registered agent are:

YUN LEE
2659 NE 35TH ST.
Ocala, FL 34479

ARTICLE VII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is:

YUN LEE
2659 NE 35TH ST.
Ocala, FL 34479

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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one director. Number, qualifications, manner of admission and removal shall be regulated by the by-laws. The name and address of the initial Board of Directors of this Corporation is:

YUN LEE
2659 NE 35TH ST.
Ocala, FL 34479

KWANG LEE
2659 NE 35TH ST.
Ocala, FL 34479

ARTICLE IX - INCORPORATORS

The name and address of the incorporator, who signed the articles as incorporator and subscriber is:


YUN LEE
2659 NE 35TH ST.
Ocala, FL 34479

KWANG LEE
2659 NE 35TH ST.
Ocala, FL 34479

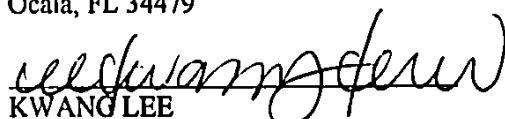
ARTICLE - TRANSFER OF OWNERSHIP

This Corporation shall be the holding company of JOYCE FASHIONS. Presently, KWANG LEE and YUN LEE own Joyce Fashions as a sole proprietorship. The assets, lease and inventory of that sole proprietorship shall be transferred to this Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on this 20th day of May, 1997.


YUN LEE

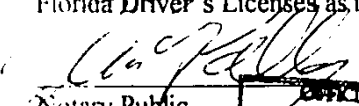
2659 NE 35TH ST.
Ocala, FL 34479

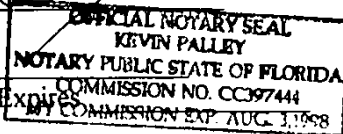

KWANG LEE

2659 NE 35TH ST.
Ocala, FL 34479

STATE OF FLORIDA;
COUNTY OF MARION

The foregoing Article of Incorporation was acknowledged before me this 19th day of May, 1997 by YUN LEE, who stated that she has read the above and foregoing Articles of Incorporation of ON NU RI, INC. that she know the contents and that he understands them and who has produced Florida Driver's Licenses as identification and who did take an oath each.

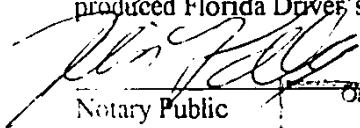

Notary Public
Commission #
My Commission Expires

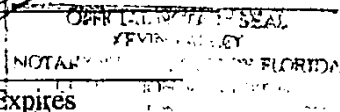


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TALLAHASSEE, FLORIDA

STATE OF FLORIDA;
COUNTY OF MARION

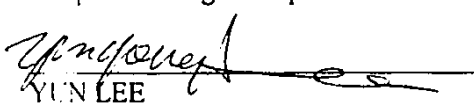
The foregoing Article of Incorporation was acknowledged before me this 20th day of May, 1997 by KWANG LEE, who stated that he has read the above and foregoing Articles of Incorporation of ON NU RI, INC. that she know the contents and that he understands them and who has produced Florida Driver's Licenses as identification and who did take an oath each.


Notary Public
Commission #
My Commission Expires



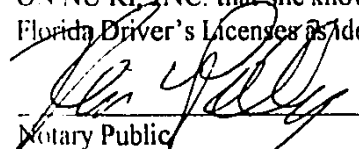
SIMULTANEOUS ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT OF U.S. LOCATORS, INC.

The undersigned, YUN LEE, pursuant to Sect. 607.034 (3), Fla. Stat. (1995) hereby accepts the appointment as registered agent of ON NU RI, INC., and states that she is familiar with and accepts the obligations provided for in Florida Statute Sect. 607.325, Fla. Stat. (1995).


YUN LEE
2659 NE 35TH ST.
Ocala, FL 34479

STATE OF FLORIDA;
COUNTY OF MARION

The foregoing Article of Incorporation was acknowledged before me this 20th day of May, 1997 by YUN LEE, who stated that she has read the above and foregoing Articles of Incorporation of ON NU RI, INC. that she know the contents and that he understands them and who has produced Florida Driver's Licenses as identification and who did take an oath each.


Notary Public
Commission #

