

CORPORATION OUTFITS

Corporation Service for Attorneys

STOCK AND BOND CERTIFICATES
MINUTE BOOKS, SEAL

M. BURR KEIM COMPANY

105 NORTH WATTS STREET
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P970000 5702

June 23, 1997

FILED
97 JUN 27 AM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXPEDITED SERVICES
Office of the Secretary of State
409 East Gaines Street
Tallahassee, FL 32301

RE: FANCY RAGS, INC.

700002224857--2
-06/27/97--01057--006
*****78.75 *****78.75

Ladies/Gentlemen:

Enclosed are Articles of Incorporation, Certificate of Designation Registered Agent/Office and our check in the amount of \$78.75 to cover the filing fee for the above proposed corporation.

Please expedite the filing and return the Certificate of Status to us as soon as possible.

Very truly yours,

M. BURR KEIM COMPANY

Robert Worthington
Robert Worthington

RW:s1
Enclosure

F. CHEN

JUN 30 1997

Jun-12-97 03:12P

ARTICLES OF INCORPORATION

OF

FANCY RAGS, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

FANCY RAGS, INC.

ARTICLE II PRINCIPAL OFFICE

The mailing address of this corporation shall be:

2033 Northeast 163rd Street
North Miami Beach, FL 33162

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares Without Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Marcus Martinez
2033 Northeast 163rd Street
North Miami Beach, FL 33162

ARTICLE V INITIAL DIRECTORS

The name and address of the initial director is:

Marcus Martinez
2033 Northeast 163rd Street
North Miami Beach, FL 33162

ARTICLE VI INCORPORATOR

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

Marcus Martinez
2033 Northeast 163rd Street
North Miami Beach, FL 33162

The undersigned has executed these Articles of Incorporation this 12th day of June, 1997.

Marcus Martinez
Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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:

FANCY RAGS, INC.

2. The name and address of the registered agent and office is:

Marcus Martinez

2033 Northeast 163rd Street
North Miami Beach, FL 33162

Signature

Marcus Martinez

Title:

incorporator

Date:

6/12/97

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.

Signature

Marcus Martinez

Date:

6/12/97

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TALLAHASSEE, FLORIDA