

**MUCHNICK
WASSERMAN
& DOLIN**

Attorneys At Law
A Partnership of Professional Associations

797000060995

Sanford L. Muchnick, P.A.
Jeffrey P. Wasserman, P.A.
Susan L. Dolin, P.A.
Daniel R. Levine
Merle Luman (1926-1977)

• Also Admitted to
Ohio Bar

July 9, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

600002236196--2
-07/11/97-01036--018
*****78.75 *****78.75

Re: Articles of Incorporation of BEH Store, Inc.

Dear Sir:

Enclosed herewith please find the original and one copy of Articles of Incorporation with regard to the above referenced corporation, together with our firm's check in the amount of \$78.75 which covers the following:

- | | | |
|----|-----------------------|----------------|
| 1. | Filing Fee | \$35.00 |
| 2. | Registered Agent Fee | \$35.00 |
| 3. | Certificate of Status | <u>\$ 8.75</u> |

\$78.75

Kindly process the Articles of Incorporation and return one copy with the filing date stamped on it, in the envelope provided herein.

Thank you for your courtesy and cooperation in this regard.

Very truly yours,

MUCHNICK, WASSERMAN & DOLIN

By


Sanford L. Muchnick, Esq.

SLM:vmc
Enclosures

FILED
97 JUL 11 PM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BEH STORE, INC.

FILED

97 JUL 11 PM 9:18

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a Corporation under the Laws and Statutes of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name by which this Corporation will be known, and under which it will conduct business shall be: BEH STORE, INC.

ARTICLE II

Term of Duration

This Corporation shall have perpetual existence.

ARTICLE III

Nature of Business

The general nature of the business, proposed objects, and/or purposes to be transacted, promoted, and/or carried on are to do any and all things; both as Principals and/or Agents, as hereinafter mentioned as fully and to the same effect and/or extent as natural persons and/or other Corporations might or could do.

This Corporation may engage in any and all activities, businesses, and/or objects permitted under the Laws of the State of Florida, said Corporation's primary purpose to be: to manufacture, sell and distribution of women's clothing, accessories and general merchandise.

A. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, principal or trustee.

B. To promote or aid in any matter, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

C. To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof

D. To do all and everything necessary, convenient or proper for the accomplishment or improvement of any and all of the business, purposes, or objects of, or attaining to the business, purposes, or objects of, or in furtherance of any and all of the powers enumerated in these ARTICLES OF INCORPORATION (including any and all AMENDMENTS thereto) or the BYLAWS, necessary or incidental to the protection or benefit of the Corporation as Principal, Agent, Director, Officer, Trustee, Legal Representative, or otherwise.

ARTICLE IV

Capitalization

"The Corporation is authorized to issue 100 shares of Common Stock. The Board of Directors is authorized to provide for the issuance of such Common Stock in Series A and Series B and is authorized to establish the number of shares included in each Series with preferences, limitations and relative rights of each Series of Common Stock."

"The Corporation shall be authorized to issue any amount of additional shares of Stock, whether Common and/or Preferred, and in any Classes or Series as permitted by law, when and for such consideration as may be determined from time to time by the Board of Directors at a meeting of the Board of Directors called for that purpose."

ARTICLE V

Directors

The business, purposes, and objects of this Corporation shall be managed by the Board of Directors which shall be headed by a Chairman of the Board. Initially, the Board shall be composed of Three (3) Directors who shall exercise complete and absolute control of this Corporation. The number of Directors may be increased or decreased from time to time by an AMENDMENT of the BYLAWS of the Corporation which shall be approved by the affirmative vote of Three-Fourths (3/4) of the Share of Stock entitled to vote thereon (or in the manner provided for by Law), but shall never be less than One (1). The Directors shall report directly to the Stockholders, and shall not be held accountable to anyone other than the Stockholders of this Corporation.

The names and addresses of the initial Director(s) are:

BERENICE V. JOHNSON

6731 Harding Street
Hollywood, FL 33024

HELEN ROBERTS

6731 Harding Street
Hollywood, FL 33024

EMMA TORRES

6731 Harding Street
Hollywood, FL 33024

ARTICLE VI

Officers

The Board of Directors may from time to time name, elect, and appoint any and all Officers as may be required for the pursuit and/or furtherance of the business purposes, and/or objects of this Corporation and/or any and all of its Subsidiaries and/or Divisions. The Stockholders may make recommendations as to naming, election, and/or appointment of prospective Officers. However the Stockholders may not name, elect, and/or appoint a prospective Officer over the objection of the Board of Directors. The Officers of this Corporation shall report directly to the Board of Directors to whom they shall be held accountable.

ARTICLE VII

Principal Office

The initial post office address of the Principal Office of this Corporation shall be: 6731 Harding Street, Hollywood, FL 33024. The Board of Directors may from time to time move the Principal Office to any other address that the Board of Directors considers to be in the best interest of the Corporation.

ARTICLE VIII

Subscriber

The name(s) and address(es) of the Initial Incorporators and Subscribers to these ARTICLES OF INCORPORATION, the number of Shares that they agree to Subscribe to and the aggregate value of said consideration is as follows:

<u>Names & Addresses</u>	<u>No. of Shares</u>	<u>Consideration</u>
BERENICE V. JOHNSON 6731 Harding Street Hollywood, FL 33024	20	\$ 10.00 par value
HELEN ROBERTS 6731 Harding Street Hollywood, FL 33024	20	\$ 10.00 par value
EMMA TORRES 6731 Harding Street Hollywood, FL 33024	20	\$ 10.00 par value

ARTICLE IX

Subsidiaries

This Corporation may create or form, or cause to be created or formed; any and all Subsidiaries, domestic and/or foreign, as the Directors (with the advice and consent of the Shareholders) may from time to time determine.

ARTICLE X

Divisions

This Corporation may create or form, or cause to be created or formed; any and all Divisions within this Corporation and/or any and all Subsidiaries thereof as the Directors may from time to time determine for the purpose of conducting and/or pursuing the business, purposes, and/or objects of this Corporation and/or any and all Subsidiaries thereof.

ARTICLE XI

Preemptive Rights

With the exception of the original Subscribers and Shareholders, BERENICE V. JOHNSON, HELEN ROBERTS and EMMA TORRES Shareholders of this Corporation do not have a preemptive right to acquire the Corporation's unissued shares. Berenice V. Johnson, Helen Roberts

and Emma Torres upon the sale for cash of any new Stock of this Corporation, whether Common and/or Preferred, and in any Classes or Series as permitted by law, shall have the right to purchase, in any amounts and at the price at which the shares of Stock are offered to others, those shares of Stock they wish to purchase. This right conferred upon Berenice V. Johnson, Helen Roberts and Emma Torres shall be considered a right of first refusal on the purchase of any additional shares of Stock offered for sale by the Corporation without regard to anyone else's right to purchase additional shares.

ARTICLE XII

Amendments

The power to adopt, alter, amend, and/or repeal the ARTICLES OF INCORPORATION shall be vested in the Stockholders. Each Amendment shall be approved by the affirmative vote of the majority of the Stock entitled to vote thereon at a meeting of the Stockholders called for that purpose.

ARTICLE XIII

ByLaws

The Stockholders of this Corporation are specifically authorized from time to time to adopt, alter, amend, and/or repeal the BYLAWS which are not inconsistent with these ARTICLES OF INCORPORATION, restraining the alienation of Shares of Stock in this Corporation and providing for the purchase and/or redemption by the Corporation of such shares of Stock; providing, however, that provisions dealing with the purchase and/or redemption by the corporation of such Shares of Stock may not be invoked at a time and/or in a manner which would impair the capital structure and/or the operation(s), business(es), purposes(s), and/or object(s) of this Corporation.

WHEREFORE; for the purpose of forming this Corporation under the Laws and Statutes of the State of Florida; the undersigned have made, subscribed to, executed, and acknowledges these ARTICLES OF INCORPORATION this 9th day of July, A.D., 1997.

Berenice V. Johnson
BERENICE V. JOHNSON,
Incorporator

Helen Roberts
HELEN ROBERTS
Incorporator

Emma Torres
EMMA TORRES
Incorporator

AFFIDAVIT

STATE OF FLORIDA }
 }§
COUNTY OF BROWARD }

BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

On this day, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments; BERENICE V. JOHNSON, HELEN ROBERTS and EMMA TORRES of Hollywood, Florida, to me well known and known to me to be the persons described in, and who signed and executed the foregoing ARTICLES OF INCORPORATION, and acknowledged the execution thereof to be their free act and deed for the uses, purposes, and objects therein mentioned.

Berenice V. Johnson
BERENICE V. JOHNSON,
Incorporator

Helen Roberts
HELEN ROBERTS
Incorporator

Emma Torres
EMMA TORRES
Incorporator

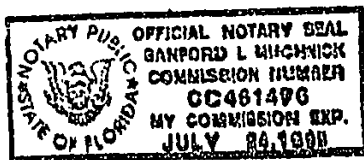
The foregoing instrument was acknowledged before me this 9th day of July, 1997, by BERENICE V. JOHNSON, HELEN ROBERTS and EMMA TORRES who are personally known to me or who have produced a Florida State driver's license as identification and who did take an oath.

Sign: 

Print: 

Notary Public, State of Florida

My Commission Expires:



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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §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:

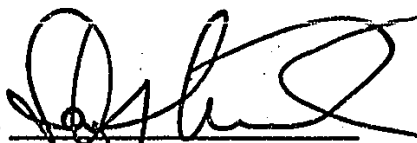
BEH STORE, INC.

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

SANFORD L. MUCHNICK, ESQ.
MUCHNICK, WASSERMAN & DOLIN
4000 Hollywood Boulevard, Suite 710-North
Hollywood, Florida 33021

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

DATED this 9 day of July, 1997.


SANFORD L. MUCHNICK
Registered Agent