

LAW OFFICES
ANN PORATH

WELLINGTON COUNTRY PLAZA
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P 97 0000 62854

July 16, 1997

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

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*****70.00 *****70.00

Re: Roscoe Trading Corp.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-captioned corporation. Also enclosed is my check in the amount of \$70.00 to cover the filing fee.

Kindly return the stamped, filed copy and the Secretary of State letter to me, I have enclosed an envelope for this purpose.

Thank you for your cooperation in this matter.

Very truly yours,

Ann Porath

Ann Porath

AP/vab
Enclosures

FILED
97 JUL 18 PM 5:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. O. Box 6327

JUL 21 1997

**ARTICLES OF INCORPORATION
OF
ROSCOE TRADING CORP.**

The undersigned subscribers to these Articles of Incorporation hereby form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name of Corporation

ROSCOE TRADING CORP.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

General Purpose

The general purposes for which the corporation is organized are:

1. To engage in the sale of retail ladies clothing.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing, or necessary or desirable, in order to accomplish the foregoing, including borrowing or raising money for any purpose of the corporation, securing same, mortgaging all or any part of the corporate property, and to create, issue, draw and accept and negotiate bonds, mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE IV

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of Common Stock having a par value of \$1.00 per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
Address

The principal place of business and the mailing address for this corporation is:
15611 Cedar Grove Lane, Wellington, FL

The name and address of the initial registered agent is:

Lori Fried
15611 Cedar Grove Lane, Wellington, FL 33414

ARTICLE VI

It is the intention of the incorporators of this corporation that the first Board of Directors adopt the plan under Sections 1371-1379 (Subchapter S) of the Internal Revenue Code, allowing a "small business corporation" to have its income taxed directly to its shareholders.

ARTICLE VII

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation at the net value thereof. If the corporation fails or refuses to make satisfactory arrangements for the purchase of such shares within thirty (30) days from written notice thereof, the stockholder shall have the right to dispose of his shares as he sees fit.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of corporation. A copy of such Articles is on file at the principal office of the corporation".

ARTICLE VIII
Directors

The number of Directors constituting the initial Board of Directors of the corporation is two. The names and address's of each person who is to serve as a member of the initial Board of Directors and the Officers of the corporation who shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Lori Fried	President/Director	15611 Cedar Grove Lane Wellington, FL 33414
Jay Nova	Secretary/Director	6771 Yellowstone Blvd., Apt. 7B Forest Hills, NY 11375

ARTICLE IX

The name and address of each incorporator is:

Lori Fried	President/Director	15611 Cedar Grove Lane Wellington, FL 33414
Jay Nova	Secretary/Director	6771 Yellowstone Blvd., Apt. 7B Forest Hills, NY 11375

EXECUTED by the undersigned at West Palm Beach, Palm Beach County,
Florida, this 15th day of July, 1997.

Lori Fried
LORI FRIED

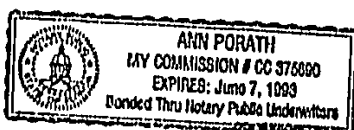
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to administer oaths and take acknowledgments, personally appeared LORI FRIED, to me well known to be the person described as subscriber and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and Seal in the State and County named above this
15th day of July, 1997.

[Signature]
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

ROSCOE TRADING CORP.

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

Lori Fried

President/Director

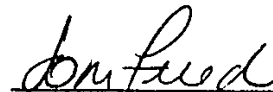
15611 Cedar Grove Lane
Wellington, FL 33414



LORI FRIED

Date: 7/18/97

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 am familiar with and accept the obligations of my position as Registered Agent.



LORI FRIED

Date: 7/15/97