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FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JGHEFF C RODRIGUEZ

PHONE: (305)672-0686

Luis

FAX #: (305)672-9110

NAME: FASHION DISTRICT PLAZA INC.

AUDIT NUMBER.....H97000012055

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...1

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

July 24, 1997

CORPORATE CREATIONS INTERNATIONAL, INC.

SUBJECT: FASHION DISTRICT PLAZA INC.
REF: W97000017036

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

EFFECTIVE DATE

7-23-97

Article I. Name

The name of this Florida corporation is:
Fashion District Plaza Inc.

Article II. Address

The mailing address of the Corporation is:
Fashion District Plaza Inc.
2750 NW 3rd Avenue
Suite 1
Miami FL 33127

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Il Young Choi
Law Offices of Il Young Choi, P.A.
777 Brickell Avenue, Suite 950
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Suk Hui Walsh

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Il Young Choi | FL Bar Member 10375
Law Offices of Il Young Choi, P.A.
777 Brickell Avenue
Suite 950
Miami FL 33131
305-372-1600
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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

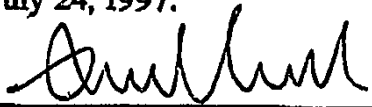
The name and address of the incorporator is:

Il Young Choi
Law Offices of Il Young Choi, P.A.
777 Brickell Avenue
Suite 950
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 23, 1997.

The undersigned incorporator executed these Articles of Incorporation on July 24, 1997.



IL YOUNG CHOI
by L.A. Uriarte as attorney-in-fact

Il Young Choi | FL Bar Member 10376
Law Offices of Il Young Choi, P.A.
777 Brickell Avenue
Suite 950
Miami FL 33131
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Fashion District Plaza Inc.

REGISTERED AGENT/OFFICE:

Il Young Choi

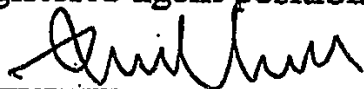
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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



IL YOUNG CHOI

by L.A. Uriarte as attorney-in-fact

Date: July 24, 1997

Il Young Choi | FL Bar Member 10376

Law Offices of Il Young Choi, P.A.

777 Brickell Avenue

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Miami FL 33131

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