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Elizabeth A. Wilsman, P.A.  
Certified Public Accountant

Member AICPA  
Member FICPA

July 3 1997

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

800002255088--5  
-08/01/97--01071--004  
\*\*\*\*122.50 \*\*\*\*122.50

Re: New Incorporation  
Crudan's Designers Warehouse Inc.

Sir/Madam:

Enclosed please find an original and two copies of the Articles of Incorporation for the above corporation, along with a check in the sum of \$122.50. Said check covers the cost of Filing(\$35.00), designation of Registered Agent (\$35.00) and to obtain a Certified Copy of the filed Articles (\$52.50).

Thank you for your kind attention to this matter. If you have any questions, please contact the undersigned at your earliest convenience.

Very truly yours,

*Elizabeth A. Wilsman*

Elizabeth A. Wilsman

*Dmc  
7/30/97*

FILED  
97 JUL 30 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CRUDAN'S DESIGNERS WAREHOUSE INC.

**FILED**  
97 JUL 30 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being sui juris, and desiring to form a corporation for profit under the Laws of the State of Florida, hereby subscribes to these Articles of Incorporation.

ARTICLE I

The name of the corporation is:  
CRUDAN'S DESIGNERS WAREHOUSE INC.

ARTICLE II

The principal purpose for which this corporation is formed is to engage in the business of a holding corporation; and to provide services of all types, through its subsidiaries, affiliates and joint ventures; and to do all things necessary and proper to accomplish same.

This corporation shall have power to engage in every lawful business allowed a corporation for profit under Florida laws.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) SHARES of common stock, having a par value of one dollar (\$1.00) per share.

The consideration to be paid for each share shall be fixed by the Board of Directors.

#### ARTICLE IV

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall first be proposed by and approved by the Board of Directors. They shall then be proposed to the stockholders for their approval at a meeting of stockholders called for that purpose and ratified by a majority of stockholders entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their unanimous intention that a certain amendment be made.

#### ARTICLE V

Pursuant to the provisions of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said ACT: That the CRUDAN'S DESIGNERS WAREHOUSE INC., desiring to organize under the Laws of the State of Florida, with its principal office located at 5801 North Federal Highway, Boca Raton, FL 33487, County of Palm Beach, State of Florida, has named IRIS ROVIRA-PHELPS whose office address is: 5801 North Federal Highway, Boca Raton, FL 33487, as its agent to accept service of process for the corporation within Florida.

ACKNOWLEDGMENT: I, IRIS ROVIRA-PHELPS, having been named as agent to accept service of process for the above corporation, at the place designated, hereby accept such nomination and agree to comply with said ACT relative to keeping open said office

  
IRIS ROVIRA-PHELPS, Registered Agent

**FILED**  
97 JUL 30 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI

The duration of the corporation is perpetual.

ARTICLE VII

The business of this corporation shall be initially managed by its stockholders rather than by an initial Board of Directors. A Board of Directors shall be created and elected pursuant to the Bylaws of this corporation and the laws of Florida.

ARTICLE VIII

The name and address of the incorporator signing these Articles of Incorporation is as follows: IRIS ROVIRA-PHELPS, 5801 NORTH FEDERAL HIGHWAY, BOCA RATON, FL 33487.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of July, 1997.

By: Irish Rovira-Phelps

IRIS ROVIRA-PHELPS, Incorporator

STATE OF FLORIDA )

COUNTY OF Palm Beach )

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared: IRIS ROVIRA-PHELPS, known to me and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and  
seal, in the State and County aforesaid, this 21st day of  
July, 1997.



Elizabeth A. Wilsman

ELIZABETH A WILSMAN  
My Commission CC571198  
Expires Jul. 21, 2000

(Notary Public, State of Florida at  
Large)

Notary Seal