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June 24, 1997

VIA FEDERAL EXPRESS # 8648948626

Division of Corporations  
Office of Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

400002223854--3  
-06/26/97--01057--022  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Dear Mr. Secretary:

Enclosed, you will find two articles of incorporation for Show Me the Money, Inc., along with a check for one hundred twenty two dollars and fifty cents (\$ 122.50) for filing fees and a certified copy of the same.

Your expeditious processing of these documents is requested. If there are questions, please get in touch with this office.

Sincerely yours,



Curtis L. Solomon

CLS:jmr  
enclosures

FILED  
97 AUG - 1 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

me 8/4/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 27, 1997

CURTIS L. SOLOMON, ESQ.  
1200 G STREET, N.W.  
SUITE 800  
WASHINGTON, DC 20005-3814

SUBJECT: SHOW ME THE MONEY, INC.  
Ref. Number: W97000014981

We have received your document for SHOW ME THE MONEY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neysa Culligan  
Document Specialist

Letter Number: 197A00033989

**ARTICLES OF INCORPORATION**  
**OF**  
**SHOW ME THE MONEY, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation is SHOW ME THE MONEY, INCORPORATED.

**ARTICLE II. CORPORATE EXISTENCE**

This corporation's existence is perpetual.

**ARTICLE III. PURPOSE**

This corporation is organized to engage in any and all lawful business within and without the State of Florida and the United States of America, including but not limited to fashion and clothing design, licensing, manufacture, distribution, and related activities which are in furtherance of these purposes.

**ARTICLE IV. CAPITAL STOCK**

This corporation is authorized to issue one thousand shares of one cent (\$ 01) par value common stock.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she already holds, shall have the right to purchase her or his pro rata share(as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI. INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND  
INITIAL REGISTERED AGENT**

The street address of the initial registered office and principal office of business of this corporation is 2215 Greene Street, Hollywood, Florida 33020, and the name of the initial registered agent of this corporation at that address is Julia Allen.

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

This corporation shall initially have one (1) director. The number of directors may be changed from time to time by the bylaws but shall never be less than the statutory requirement. The name and address of the initial director of this corporation is JULIA ALLEN 2215 Greene Street, Hollywood, Florida 33020.

**VIII INCORPORATOR**

The name and address of the person signing these articles is Julia Allen, 2215 Greene Street, Hollywood Florida 33020.

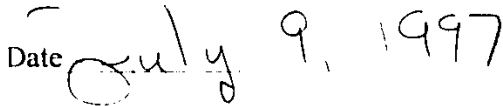
IN WITNESS WHEREOF, the undersigned subscribers have executed the foregoing Articles of Incorporation this 20<sup>th</sup> day of June 1997.

  
JULIA ALLEN

ACCEPTANCE OF DUTIES AND RESPONSIBILITIES AS  
REGISTERED AGENT

I, Julia Allen, registered agent for Show Me the Money, Inc., whose principal place of business and office address of the registered agent is 2215 Greene Street, Hollywood Florida 33020, certifies that I have read Section 607.0505 Registered Agent; Duties; I am familiar with the rights, duties and responsibilities of a registered agent under Florida Corporation Law. I agree to accept these rights, duties and responsibilities and I agree to be bound by them.

  
JULIA ALLEN

Date 

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TALLAHASSEE, FLORIDA