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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAG-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: BETTER STYLES DESIGNERS OUTLET, INC.
AUDIT NUMBER.....H97000013198
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TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION OF:

BETTER STYLE DESIGNERS OUTLET, INC.

We, the undersigned, are desirous of forming a corporation under the laws of the State of Florida, such laws that are applicable to corporations for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE BETTER STYLES DESIGNERS OUTLET, INC., and its principal place of business shall be 28561 SW 164th Avenue, Homestead, Florida 33033.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general purpose or objective to be transacted, promoted or carried on by this corporation are: Any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

SHARES OF STOCK-NUMBER

The maximum number of shares of stock the corporation is authorized to have outstanding at any time is 10,000 shares of common stock at the par value of \$.50 per share.

The shares shall carry no pre-emptive rights.

Stock in this corporation shall be paid of in lawful money, of the United States of America, or in property, labor or services, provided that where stock is paid for in or by property, labor services, the just value thereof shall be fixed by the incorporators or the Board of Directors, in the manner prescribed by the state statute.

Prepared By:
jba Accounting, Inc.
9900 Sw 168 Street #9
Miami Florida 33157
Telephone 305 251-6820
Fax 305 235-9281

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ARTICLE IV
AMOUNT OF CAPITAL

The amount of capital with which the corporation will begin business will be a minimum of \$500.00.

ARTICLE V

DURATION

This corporation is to have perpetual existence, commencing upon the approval of the Secretary of State of this Article of Incorporation.

ARTICLE VI

DIRECTORS

The affairs of this corporation will be managed by a Board of Directors numbering at least four (4). The names and addresses of the individuals who are to serve as directors are as follows:

Brenda Molinet
28361 SW 164th Avenue
Homestead Florida 33033

Marsha M. Childs
17611 SW 134th Court
Miami Florida 33171

Bridget G. Hopkins
814 E Mowery Drive
Homestead Florida 33030

Billye T. Fulmore
19137 NW 82 Circle Court
Miami Lakes Florida 33013

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ARTICLE VII

OFFICERS

The name and addresses of the individuals who will service as the initial officers of the corporation until new officers are appointed at the first meeting of the shareholders, are as follows:

Brenda G. Molinet, President
28561 SW 164th Avenue
Homestead, Florida 33033

Marsha M. Childs, Vice President
17811 SW 134th Court
Miami Florida 33171

Bridget G. Hopkins, Secretary
814 East Mowery Drive
Homestead Florida 33030

Brenda G. Molinet, Treasurer
28561 SW 164th Avenue
Homestead Florida 33033

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ARTICLE VIII

SUBSCRIBERS


The names and addresses of the individuals who are the original subscribers for the share of common stock of the corporation are as follows:

Brenda G. Molinet
28561 SW 164th Avenue
Homestead Florida 33033

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We the undersigned, being the original subscriber to these Articles of Incorporation, do hereby make, subscribe, acknowledge and file this article and certify that the facts stated herein are true, and have hereunto set our hand and said this 12th Day of August, 1997..


Brenda G. Molinet

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STATE OF FLORIDA
COUNTY OF DADE

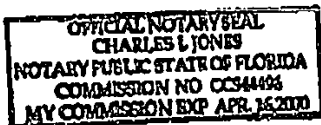
BE IT REMEMBERED that on this 12th DAY OF August, 1997, personally came before me a notary public of the State of Florida, the parties of the foregoing Article of Incorporation, known to me personally to be such, and acknowledge the said certificate to be the acts and deeds of the signers, and that the fact herein are truly set forth.

Given under my hand and seal the day and year aforesaid.



Charles L. Jones
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission expires: April 16th, 2000



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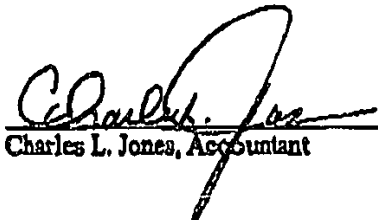
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVICED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **BETTER STYLES DESIGNERS OUTLET, INC.**, desiring to organize under the laws of the state of Florida, with its principal office as indicated in Article of Incorporation at the City of Miami, County of Dade and State of Florida, has named **Charles L. Jones, Accountant, 9900 SW 168 Street Suite # 9, Miami Florida 33157**, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the Article, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Charles L. Jones, Accountant

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