

**RODRIGUEZ LANGSTADT & AGUERO**

Attorneys at Law

A Partnership of Professional Associations

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**P97000088966**

9th October, 1997

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

**800002319578--9**

-10/14/97--01008--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: ARTICLES OF INCORPORATION OF  
**THE FASHION TIMES, INC.**

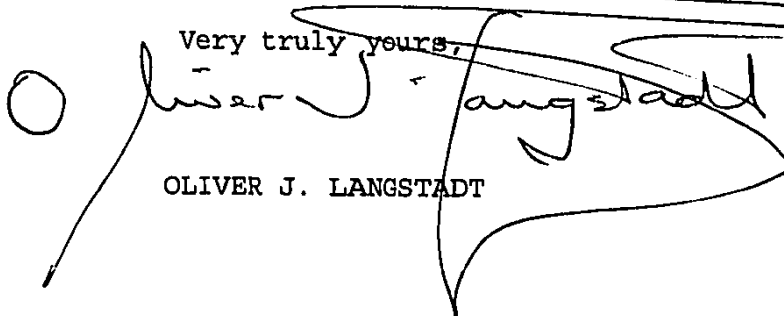
Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of **THE FASHION TIMES, INC.** Please file the Articles of this corporation and return a certified copy to the undersigned reflecting when the Articles were filed with the State.

Also, enclosed please find my operating account check in the amount of \$122.50, which represents the requisite filing fee and certified copy fee.

Thank you for your cooperation in this matter, and should you have any questions, please feel free to contact me.

Very truly yours,



OLIVER J. LANGSTADT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 14 PM 1:32

OJL/br  
enclosure

Oliver J. Langstadt GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Principal office  
DATE 10-15-97  
DOC. EXAM WJS



ARTICLES OF INCORPORATION

OF

THE FASHION TIMES, INC.

THE UNDERSIGNED, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 14 PM 1:32

ARTICLE ONE

The name of the Corporation is:

Principal place of business is **THE FASHION TIMES, INC.**  
1560 Cleveland Rd., Miami Beach, Fl. 33141

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE FOUR

The aggregate number of shares which the Corporation is authorized to issue is **ONE THOUSAND (1,000) SHARES** of common stock with no par value.

These Articles were prepared by:

Oliver J. Langstadt  
815 Ponce De Leon Blvd.  
Suite 200  
Coral Gables, Florida 33134  
305-461-5667

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ARTICLE FIVE

The street address of the initial office of the Corporation is:

1560 Cleveland Road  
Miami Beach, Florida 33141

The name of the initial Registered Agent is:

OLIVER J. LANGSTADT

The address of the Registered Agent is:

815 Ponce De Leon Boulevard  
Suite 200  
Coral Gables FL 33134

ARTICLE SIX

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of each initial Director/Officer of the Corporation are as follows:

Timothy Clark  
President/Vice-President/Secretary/Treasurer  
1560 Cleveland Road  
Miami Beach, Florida 33141

ARTICLE SEVEN

The name and address of the incorporator is as follows:

Timothy Clark  
1560 Cleveland Road  
Miami Beach, Florida 33141

ARTICLE EIGHT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any

amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE NINE

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the fullest extent permitted by law.

ARTICLE TEN

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 10 day of OCTOBER, 1997.

  
\_\_\_\_\_  
Timothy Clark  
Incorporator

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DIVISION OF CORPORATIONS  
97 OCT 14 PM 1:32

STATE OF FLORIDA       )  
                              ) ss:  
COUNTY OF DADE       )

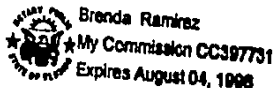
The foregoing instrument was acknowledged before me this 10 day of OCTOBER, 1997, by TIMOTHY CLARK who personally appeared before me at the time of notarization.

NOTARY PUBLIC-STATE OF FLORIDA

Sign Brenda Ramirez

My commission expires:

Print Brenda Ramirez



Personally Known      OR Produced Identification ✓  
Type of Identification Produced

Maryland Drivers License

**ACCEPTANCE BY DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the foregoing articles of incorporation, 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 I am familiar with and accept the obligations of my position as registered agent.

Dated this 10 day of OCTOBER, 1997.

Oliver J. Langstadt  
OLIVER J. LANGSTADT  
Registered Agent