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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: D&C FASHION ALLIANCE, INC.

AUDIT NUMBER.....H97000020820

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

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

H97-20820

ARTICLES OF INCORPORATION

Article 1: Name of Corporation D&C FASHION ALLIANCE, INC.
Address of Corporation 961 NORTHWEST 207th STREET
MIAMI, FLORIDA 33169

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 500, with a par value of \$1.00. (PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: DENISE CALAMARI
and
REGISTERED OFFICE: 961 NORTHWEST 207th STREET
MIAMI, FLORIDA 33169

I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

Denise Calamari 12/17/97
Signature of Registered Agent Date

Article 4: The BOARD of DIRECTORS are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, Sec/Treasurer.

1. DENISE CALAMARI
961 NORTHWEST 207th STREET
MIAMI, FLORIDA 33169

Article 5: The Name and Address of the INCORPORATOR is:

DENISE CALAMARI
961 NORTHWEST 207th STREET
MIAMI, FLORIDA 33169

In witness whereof, I have subscribed my name Denise Calamari
Signature of Incorporator

DENISE CALAMARI

Prepared by:
Ace Industries, Inc.
54 NW 11th Street
Miami, FL 33136
(305) 358-2571

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