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LAW OFFICES
SCHMIDT & PHETERSON

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PETER H. SCHMIDT
I. JEFFREY PHETERSON

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 27 AM 10:50

TELEPHONE (561) 394-2700
BROWARD (954) 428-0433

January 26, 1998

FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500002412955-8
-01/27/98--01041--009
***122.50 ***122.50

Re: **FREDERICK'S, INC.**

EFFECTIVE DATE
1-26-98

Gentlemen:

Enclosed are duplicate originals of the Articles of Incorporation for FREDERICK'S, INC. Please file the Articles of Incorporation and return ONE (1) certified copy to me in the enclosed, self-addressed envelope.

Also enclosed is a \$122.50 check, payable to the Florida Department of State, for payment of the filing fees, as follows:

Articles of Incorporation	\$ 35.00
Designation of and Acceptance by Registered Agent	35.00
Certified Copy of Articles of Incorporation	<u>52.50</u>
TOTAL	<u>\$122.50</u>

Thank you for your assistance in this matter.

Very truly yours,

Peter H. Schmidt
Peter H. Schmidt

PHS/cf
Enclosures

D. BROWN JAN 29 1998

ARTICLES OF INCORPORATION
OF
FREDERICK'S, INC.

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EFFECTIVE DATE
1-26-98

ARTICLE I
NAME

The name of the corporation is FREDERICK'S, INC.

ARTICLE II
PURPOSE

The corporation is organized for the purpose of conducting and carrying on and transacting any and all lawful activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares that the corporation is authorized to have outstanding at any time is FIVE THOUSAND (5,000) shares of common stock which shall have a par value of ONE AND NO/100 DOLLARS (\$1.00) per share.

The common stock of the corporation shall have the following characteristics:

A. At all meetings of the shareholders the common shareholders shall be entitled to cast ONE (1) vote for each share of common stock owned. That a common shareholder is interested in a matter to be voted upon shall not disqualify the shareholder from voting thereon.

B. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing on January 26, 1998.

ARTICLE V
PRINCIPAL OFFICE

The address of the initial principal office of the corporation in the State of Florida is 104 Southeast 5th Court, Deerfield Beach, Florida 33441. The Board of Directors, from time to time, may change the street address and post office address of the corporation as well as the location of its principal office.

ARTICLE VI
REGISTERED AGENT

The name of the initial registered agent of the corporation is PETER H. SCHMIDT, and the address of the initial registered agent of the corporation is 400 South Dixie Highway, Suite 420, Boca Raton, Florida 33432.

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have TWO (2) Directors initially. The number of Directors either may be increased or diminished from time to time by the Bylaws but shall never be less than ONE (1). The name and address of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ALBERT F. MARGUS, JR.	104 Southeast 5th Court Deerfield Beach, Florida 33432
RUTH J. MARGUS	104 Southeast 5th Court Deerfield Beach, Florida 33432

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE IX
INDEMNIFICATION

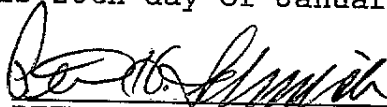
This corporation may indemnify and hold harmless its officers, employees, agents, or former officers, employees, agents, or other persons to the full extent of its rights and powers to do so, as provided by the present and future laws of the State of Florida.

ARTICLE X
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as an Incorporator is:

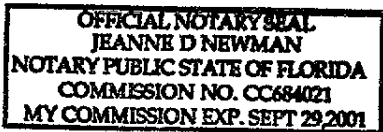
PETER H. SCHMIDT
400 South Dixie Highway
Suite 420
Boca Raton, Florida 33432.

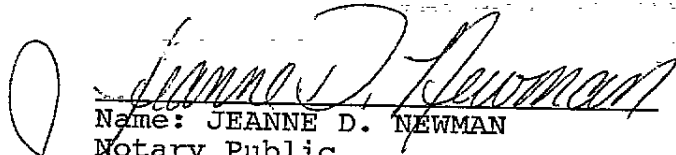
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of January 1998.


PETER H. SCHMIDT, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS.

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared PETER H. SCHMIDT, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me this 26th day of January, 1998, that he executed these Articles of Incorporation.




Name: JEANNE D. NEWMAN
Notary Public,
State of Florida at Large

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-named corporation, at the place set forth hereinabove, the undersigned hereby accepts such designation and agrees to act as the initial registered agent for the above-named corporation and to comply with all provisions of Section 48.091, Florida Statutes, relative to keeping said office open.


PETER H. SCHMIDT

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SECRETARY OF STATE
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