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DAVID S. WILLIG, CHARTERED  
ATTORNEY AT LAW

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DAVID S. WILLIG

ADMITTED IN:  
FLORIDA  
DISTRICT OF COLUMBIA

January 26, 1998

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

RE: Fashion Stop USA, Inc.

900002414179--S  
-01/28/98--01037--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

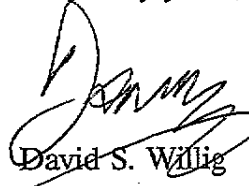
Dear Clerk:

Please find enclosed an original and one (1) copy of Articles of Incorporation and Certificate of Designation of Registered Agent/Registered office for the above-named corporation, along with a check in the amount of \$70.00 to cover the filing fee and registered agent designation fee.

After filing, please return a date-stamped copy of the Articles via the enclosed stamped envelope provided for your convenience.

Thank you for your attention to this matter.

Very truly yours,

  
David S. Willig

DSW:gb

FILED  
98 JAN 28 PM 1:30  
TALLAHASSEE, FLORIDA  
STATE

B. BROCK JAN 29 1998

Articles of Incorporation  
of  
FASHION STOP USA, INC.

**Article I**

The name of this corporation is FASHION STOP USA, INC.

**Article II**

The mailing address of this corporation shall be 8030 W. 26th Avenue, Hialeah, FL 33016.

**Article III**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares with a value of \$1.00 per share.

**Article IV**

The name and address of the initial registered agent is David S. Willig, 141 NE 3rd AVE, 10th Floor, Miami, Florida 33132.

**Article V**

The name and address of the incorporator to these Articles of Incorporation is David S. Willig, 141NE 3rd AVE, 10th Floor, Miami, Florida 33132.

The undersigned has executed these Articles of Incorporation this 26<sup>th</sup> day  
of January, 1998.

  
David S. Willig / Incorporator

**FILED**  
98 JAN 28 PM 1:30  
STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: FASHION STOP USA, INC.
2. The name and address of the registered agent and office is:

David S. Willig  
141 NE 3rd AVE, 10th Floor  
Miami, FL 33132

Signature \_\_\_\_\_

  
(corporate officer)

Title \_\_\_\_\_

Incorporator

Date \_\_\_\_\_

1-26-98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

Signature \_\_\_\_\_



Date \_\_\_\_\_

1-26-98

**FILED**  
98 JAN 28 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA