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Anthony D. Gold
18450 West Dixie Highway
North Miami Beach, Florida 33160

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***122.50 ***122.50

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

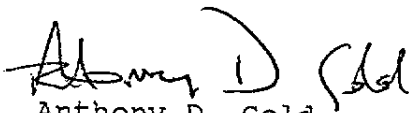
Re: The Changing Room North, Inc.

Dear Sirs,

Enclosed please find original and one copy of Articles of Incorporation for the above captioned corporation. Also enclosed please find acceptance of Appointment by Registered Agent.

Please date stamp the enclosed copy and return to me at the above address. I have enclosed my check in the amount of \$ 122.50 to cover the cost.

Very Truly Yours,


Anthony D. Gold

FILED
98 FEB -9 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE CHANGING ROOM NORTH, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby accepts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is The Changing Room North, Inc.

ARTICLE II
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of no par value common stock, which shall be designated "Common Shares".

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this Corporation is 18450 West Dixie Highway, North Miami Beach, Florida 33160.

The name of the initial registered agent of this corporation at that address is: Anthony D. Gold.

The principal mailing address of the corporation at this time is 18450 West Dixie Highway, North Miami Beach, Fl. 33160.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have 1 director initially. The name and address of the initial director of the corporation is:

Anthony D. Gold
18450 West Dixie Highway
North Miami Beach, Florida 33160

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is:

Anthony D. Gold
18450 West Dixie Highway
North Miami Beach, Florida 33160

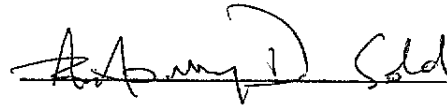
ARTICLE IX
BY-LAWS

The initial By-Laws of this Corporation shall be adopted by the directors. By-Laws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the board of directors shall not alter, amend or repeal any By-Law adopted by the Shareholders if the Shareholders specifically provide that such By-Laws are not subject to amendment or repeal by the Directors.

ARTICLE X
AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

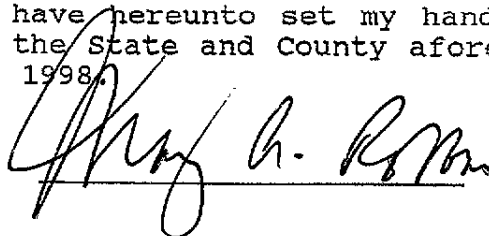
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3 day of February, 1998.



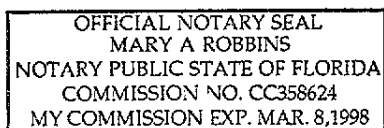
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me, a notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Anthony D. Gold known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 3rd day of February, 1998.



My Commission expires:



The Changing Room North, Inc.
ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation act, the undersigned does hereby accept his appointment as registered agent on who process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA