

P98000015992



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 710262 4390271

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 122.50

ORDER DATE : February 18, 1998

ORDER TIME : 10:0 AM

ORDER NO. : 710262-005

000002433920--2

CUSTOMER NO: 4390271

CUSTOMER: Jay R. Beskin, Esq
FROMBERG FROMBERG LEWIS &
BRECKER, P.A.
Suite 505
20801 Biscayne Boulevard
Miami, FL 33180-1422

DOMESTIC FILING

NAME: JERICO FASHIONS, INC.

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

[Handwritten signature] 2/18/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 18 PM 12:58

RECEIVED
98 FEB 18 AM 11:22
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
JERICO FASHIONS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 18 PM 12:58

ARTICLE I - NAME

The name of this corporation is: JERICO FASHIONS, INC.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The principal office address of this corporation is:

21141 N.E. 21st Court
Miami, FL 33179

ARTICLE III - BEGINNING OF CORPORATION EXISTENCE

The existence of this corporation shall commence on the filing of these Articles of Incorporation and shall continue perpetually unless dissolved according to law.

ARTICLE IV - PURPOSE

The general nature of the business or businesses to be transacted by the corporation is as follows: The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at One Dollar (\$1.00) par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purposes.

ARTICLES VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

Registered Agent

Dade County Corporate Agents Inc.

Street Address of Registered Office

20801 Biscayne Boulevard
Suite 505
Aventura, Florida 33180

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Director of not less than one (1) Director, the exact number of Directors to be fixed by the Bylaws of this corporation. Directors need not be stockholders. The initial Director of this corporation shall be NEAL FREEMAN, whose address is 21141 N.E. 21st Court, Miami, Florida 33179, who shall hold office until the first meeting of Incorporator of this corporation and until the successor Director is elected and have qualified.

ARTICLE VIII - INCORPORATOR

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

Jay R. Beskin
20801 Biscayne Boulevard, Suite 505
Aventura, FL 33180


ARTICLE IX - INDEMNIFICATION

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as Officer or Director of the corporation and each person who serves at the request of the corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or

Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of February, 1998.



JAY R. BESKIN
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, on this 17th day of February, 1998, personally appeared JAY R. BESKIN, well known by me to be the person described in the foregoing Articles of Incorporation, and he acknowledged, executed and subscribed before me to the same for the purposes therein expressed.



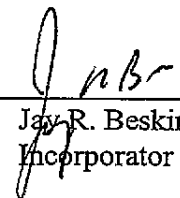
NOTARY PUBLIC
COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL MARILYN KALIK NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC407489 MY COMMISSION EXP. OCT. 26, 1998
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED

In compliance with sections 48.091 and 607.0501, Florida statutes, the following is submitted:

First--that JERICO FASHIONS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Miami, FL, has named DADE COUNTY CORPORATE AGENTS, INC., located at 20801 Biscayne Boulevard, Suite 505, Aventura, 33180, as its agent to accept service of process within Florida.


By: 
Jay R. Beskin
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 18 PM 12:58

Date: February 17, 1998

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, DADE COUNTY CORPORATE AGENTS, INC., hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dade County Corporate Agent, Inc.

By: 
Jay R. Beskin
Vice President

Date: February 17, 19978