

P98000016857

Dirk Franke  
1300 S.Biscayne Point Road  
Miami Beach, Florida 33141

February 11, 1998

Florida Department of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32301

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-02/19/98--01085--015  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Please file the enclosed Articles of Incorporation for Fashion Connect, Inc. and send me a certified copy for my records. Enclosed also please find my check for \$122.50 to cover the various taxes for the corporation.

If you have any questions, please contact me at the above address or telephone (954) 961-1040. Thank you for your cooperation.

Sincerely,



Dirk Franke

Enclosures

FILED  
98 FEB 19 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FASHION CONNECT, INC.**

ARTICLE I - Name and Address

I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, acting as incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

The name and address of this Corporation is:

Fashion Connect, Inc.  
4310 Sheridan Street, Suite 202  
Hollywood, Florida 33021

ARTICLE II - Duration

This Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III - Purpose

This Corporation is organized for the following purposes:

This Corporation may engage in any and all lawful business permitted under the laws of the United States and of the State of Florida.

98 FEB 19 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

#### ARTICLE IV - Capital Stock

This Corporation is authorized to issue ONE THOUSAND SHARES (1,000) of ONE DOLLAR (1.00) par value common stock, which shall be designated "Common Shares".

#### ARTICLE V - Initial Capital

The amount of capital with which this Corporation will begin business is ONE THOUSAND DOLLARS (\$1,000).

#### ARTICLE VI - 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 this 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.

#### ARTICLE VII - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: 4310 Sheridan Street, Suite 202, Hollywood, Florida 33021 and the name of the Initial Registered Agent of this Corporation at that address is Andre S. Burton.

ARTICLE VIII - Initial Board of Directors

The initial Board of Directors of this Corporation shall have ONE (1) Director initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than ONE (1). The name and address of the Initial Director of the Corporation is:

Dirk Franke	President/ Secretary	1300 S.Biscayne Point Road Miami Beach, Florida 33141
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This officer shall hold office for the first year of existence of this Corporation or until successors are elected or appointed and have qualified.

ARTICLE IX - Incorporator

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

Dirk Franke	1300 S.Biscayne Point Road Miami Beach, Florida 33141
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ARTICLE X - Indemnification

This Corporation shall have the power to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XV - Management of Corporation by Directors

All corporate powers shall be exercised by or under the authority of, and the business affairs of this Corporation shall be managed under the direction of the Board of Directors of this Corporation.

ARTICLE XVI - Removal of Directors

The shareholders of this Corporation shall not be entitled to remove any director from office without cause.

ARTICLE XVII - Director Quorum and Voting

ONE HUNDRED PERCENT (100%) of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of the directors present shall be the act of the Board of Directors.

ARTICLE XVIII - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIX - Action by Directors Without a Meeting

The Directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XX - Dividends

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

ARTICLE XII - Restrictions on Transfer of Stock

The shares of capital stock of this Corporation shall be issued initially to the following person in the amount set opposite his name:

Dirk Franke      1,000 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to the other person unless such shares are first offered to the remaining shareholders of the Corporation. The price and terms at which, and the time within which, such share may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

ARTICLE XIII - Calling of Special Meetings

Special meetings of shareholders may be called by written notice, delivered to each shareholder, TEN (10) business days prior to the meeting date.

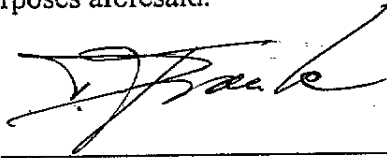
ARTICLE XIV - Shareholder Quorum and Voting

FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XXI - Amendment

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

The undersigned subscriber has executed these Articles of Incorporation on February 11, 1998 for the uses and purposes aforesaid.

A handwritten signature in cursive script, appearing to read "D. Franke", written in black ink.

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Dirk Franke, Subscriber

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

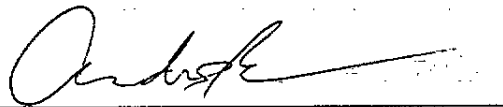
In pursuance of Chapter 60734 Florida Statutes, the following is submitted, in compliance with said Act:

First-That Fashion Connect, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Hollywood, County of Broward, State of Florida, has named Andre S. Burton at 4310 Sheridan Street, Suite 202, City of Hollywood, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT; (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:



Andre S. Burton, Registered Agent

FILED  
98 FEB 19 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA