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DAVID S. WILLIG, CHARTERED
ATTORNEY AT LAW

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DAVID S. WILLIG

ADMITTED IN:
FLORIDA
DISTRICT OF COLUMBIA

February 27, 1998

Secretary of State
Division of Corporations
409 East Gaines
Tallahassee, FL 32399

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-03/04/98--01104--005
*****70.00 *****70.00

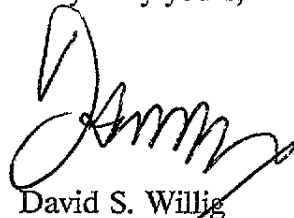
RE: Articles of Incorporation
EAGLES FASHION OUTLET, INC..

To Whom it May Concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation of Eagles Fashion Outlet, Inc. for filing. Our check in the amount of \$70.00 payable to the Secretary of State is attached.

Your courtesy in returning the copy bearing the hand-stamped acknowledgement of receipt and filing would be appreciated. A stamped, self-addressed envelope is enclosed for your convenience.

Very truly yours,


David S. Willig

DSW:gb

Enclosures

David Willig GAVE
AUTHORIZATION BY PHONE TO
CORRECT R.A. address
DATE 3/5/98
DOC. EXAM uc

uc 3/5/98

Articles of Incorporation
of
EAGLES FASHION OUTLET, INC.

Article I

The name of this corporation is EAGLES FASHION OUTLET, INC.

Article II

The mailing address of this corporation shall be 515-A W. 49th Street, 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 Oren Shulman, 515-A W. 49th Street, Hialeah, FL 33016.

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 27th day of February, 1998.



David S. Willig / Incorporator

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

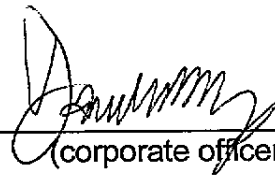
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

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

Oren Shulman

515-A W. 49th Street
Hialeah, Fl. 33016

Signature


(corporate officer)

Title


Incorporator

Date

2-27-98

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

2-27-98