

P 98000025741

Karen Von Oehsen  
908 Orange Isle  
Ft. Lauderdale, Fl. 33315  
Tel. 954-523-3821  
Fax 954-523-6327

EFFECTIVE DATE  
3/16/98

March 16, 1998

Florida Department of State  
Division of Corporations  
New Filings Section  
P.O. Box 6327  
Tallahassee, Florida 32314

400002459724-3  
-03/17/98-01069-003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Velucci, Inc.

Gentlemen:

Enclosed herewith please find the Articles of Incorporation for Velucci, Inc., along with a check in the amount of \$122.50, representing your cost for filing fees.

Please return the Certificate of Filing to my office in the self-addressed stamped envelope that has been provided.

If you should have any questions concerning this matter, please do not hesitate to contact me.

Thank you for your attention herein.

Sincerely,

*K Von Oehsen*  
Karen Von Oehsen

FILED  
98 MAR 17 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KV:ME  
Encls.

Karen GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT page 1 - intro?  
DATE 3/19/98  
Ym  
EXAM

3/19/98-  
Ym

EFFECTIVE DATE

3/16/98

ARTICLES OF INCORPORATION

OF

VELUCCI, INC.

ARTICLE I - NAME

The name of this corporation is VELUCCI, INC. , and its principal place of business is Post Office Box 350186, Fort Lauderdale, Fl. 33335.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any all lawful business, in buying and selling Women's Apparel and Accessories.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Five Hundred (500) shares of One Dollars (\$1.00) par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLES 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 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

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 908 Orange Isle, Fort Lauderdale, Fl. 33315, and the initial registered agent at this address is Karen Von Oehsen.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of Directors may be either 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 (s) of this corporation are as follows:

Karen Von Oehsen, President, Vice President, Secretary, Treasurer  
908 Orange Isle  
Fort Lauderdale, Fl. 33315

#### ARTICLE IX - INCORPORATORS

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

Karen Von Oehsen (pres., v/pres., sec., treas.,) 908 Orange Isle Ft. Lauderdale, Fl. 33315

#### ARTICLE X - AMENDMENT

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

ARTICLE XI - INDEMNIFICATION

This Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now or hereafter enacted.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever. The Corporation shall have first lien on shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 16 day of MARCH, 1998

Karen Von Oehsen  
Karen Von Oehsen, President  
Vice President, Sec./ Treas.

STATE OF FLORIDA )

COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of March, 1998, by Karen Von Oehsen, President, Vice President, Sec./Treas., who is personally known to me or has produced a Florida Driver's license as identification and who did take an oath.

Xavier D Bevel  
Notary Public, State of Florida at Large

XZAVIER D Bevel  
Print, type or stamp name

685524  
Comm. exp. Serial No.



**XZAVIER D. BEVEL**  
MY COMMISSION NO: 685524  
COMMISSION EXPIRES 10/5/01

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 Section 48.091, Florida Statutes, the following is submitted:

FIRST: That VELUCCI, INC. , desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at Post Office Box 350186 , Fort Lauderdale, Fl. 33335, in the County of Broward, State of Florida, has named Karen Von Oehsen, located at 908 Orange Isle, Fort Lauderdale, Fl. 33315, in the County of Broward, State of Florida, as its agent to accept service of process within the State of Florida.

Karen Von Oehsen  
Corporate Officer

PRESIDENT  
Title

MARCH 16 / 98  
Date

FILED  
98 MAR 17 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Karen Von Oehsen  
Karen Von Oehsen  
Registered Agent

MARCH 16 / 98  
Date