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FERENCIK LIBANOFF BRANDT AND BUSTAMANTE

PROFESSIONAL ASSOCIATION

ROBERT E. FERENCIK, JR.
IRA L. LIBANOFF
ALAN C. (PETER) BRANDT, JR.
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April 1, 1998

*Of Counsel

Secretary of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

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-04/10/98--01060--009
***122.50 ***122.50

Re: Articles of Incorporation for Moda Capelli Designs, Inc
Our File No. 446.9699

Gentlemen:

Enclosed herewith are an original and one copy of the Articles of Incorporation of subject proposed corporation. Please prepare a certified copy of said Articles, endorse your approval thereon, and return the copy to the undersigned. Our check made payable to you in the sum of \$122.50 is also enclosed.

This corporation will commence business upon the issuance of the Certificate of Incorporation. Therefore, we would appreciate your office processing this charter immediately. If for any reason a charter cannot be issued for the proposed corporation, please contact the undersigned immediately.

Very truly yours,

ROBERT E. FERENCIK, JR.

REF:mb
Enclosure

FILED
98 APR 10 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03
4/13/98

ARTICLES OF INCORPORATION
OF
MODA CAPELLI DESIGNS, INC.

ARTICLE I
CORPORATE NAME

The name and mailing address of this Corporation shall be:

MODA CAPELLI DESIGNS, INC.
P.O. Box 2017
Fort Lauderdale, FL 33303-2017

ARTICLE II
NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1500 shares of stock. The shares of stock authorized shall be common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV
INITIAL REGISTERED AGENT AND
DESIGNATION OF REGISTERED AGENT

The Corporation's initial registered agent and office for the purpose of complying with Florida law shall be:

RICK L. DRESSER

and the registered post office address to accept service of process within the State is:

1101 N.E. 6TH Street, Apt. E, Fort Lauderdale, FL 33304

FILED
98 APR 10 AM 11:15
TALLAHASSEE FLORIDA

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION.



RICK L. DRESSER

ARTICLE V
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than 2 Director(s) at any time.

ARTICLE VI
INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

PATRICK R. MANZELLA, 1101 N.E. 6TH Street, Apt. E, Fort Lauderdale, FL 33304

RICK L. DRESSER, 1101 N.E. 6TH Street, Apt. E, Fort Lauderdale, FL 33304

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation, or until a successor is elected.

ARTICLE VII
INCORPORATORS

The name and post office address of each Incorporator executing these Articles of Incorporation is as follows:


PATRICK R. MANZELLA, 1101 N.E. 6TH Street, Apt. E, Fort Lauderdale, FL 33304

RICK L. DRESSER, 1101 N.E. 6TH Street, Apt. E, Fort Lauderdale, FL 33304

ARTICLE VIII
COMMENCEMENT

Corporate existence will commence upon issuance of the Certificate of Incorporation.

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.



RICK L. DRESSER



PATRICK R. MANZELLA

ModaCapelliDesign-Articles
4/1/98

FILED
98 APR 10 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA