

P98000033523

SHARON B. RINEHIMER

Attorney at Law

3875 Fiscal Court, West Palm Beach, Florida 33404

Telephone: (561) 848-1826 Fax: (561) 848-7226

e-mail sbrrgf@aol.com

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 10 PM 12:14

April 9, 1998

State of Florida
Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100002485361--5
-04/10/98--01094--005
***122.50 ***122.50

Re: Filing of Articles of Incorporation of ERICA & COMPANY, INC.

Dear Madam/Sir:

Enclosed please find the following in connection with the filing of the above captioned corporation:

1. One original and one photo copy of the Articles of Incorporation of ERICA & COMPANY, INC.

2. A check in the amount of \$122.50 in payment for the following fees:

a.) Filing Fee in the amount of	\$35.00
b.) Certified Copy Fee in the amount of	\$35.00
c.) Resident Agent Designation Fee	<u>\$52.50</u>
TOTAL	\$122.50

3. A Certificate Designating a Resident Agent.

Please kindly file the original in your office and return the certified copy to the corporate office in the self addressed UPS courier envelope at your earliest convenience.

Sincerely,

Sharon B. Rinehimer
Sharon B. Rinehimer
Fl. Bar No. 0354872

Enclosures

Sharon B. Rinehimer GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Art. 1*
DATE *4/13/98*
DOC. EXAM *Doris Brown*

D. BROWN APR 13 1998

ARTICLES OF INCORPORATION

FOR
ERICA & COMPANY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 10 PM 12:14

The undersigned, Erich Boehm, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this corporation shall be: ERICA & COMPANY, INC.

ARTICLE II
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida, specifically but not limited to marketing and distribution and sale of couture jeans, clothing and accessories in the midwestern United States.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be Two Hundred (200) shares of Common Stock having a par value of \$1. 00 per share.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered office of this Corporation in this State of Florida shall be:

SHARON B. RINEHIMER
125 WORTH AVENUE
PALM BEACH, FLORIDA 33480

This is also the principal office and mailing address of the Corporation.

ARTICLE VI
BOARD OF DIRECTORS

This Corporation shall have Two (2) Directors initially. The number of Directors may be increased from time to time by by-laws adopted by the stockholders, but shall never be less than two (2). The initial directors shall be: ERICH BOEHM, whose address is: 125 Worth Avenue, Palm Beach, Florida 33480 and LOUIS DiCARLO, whose address is 125 Worth Avenue, Palm Beach, Florida 33480.

ARTICLE VII
INCORPORATOR

The name of the person signing these Articles of Incorporation as the incorporator is Erich Boehm, and his street address is 125 Worth Avenue, Palm Beach, Florida 33480.

ARTICLE VIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation of **ERICA &** on this 9th day of April 1998.
COMPANY, INC.


ERICH BOEHM

STATE OF FLORIDA)
COUNTY OF PALM BEACH) S.S.

The foregoing instrument was acknowledged before me on this 9th day of April, 1998 by Erich Boehm, as Incorporator.

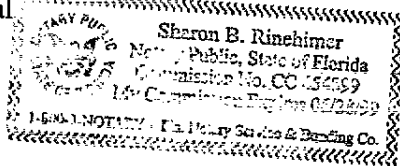
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Erich Boehm, to me known to be the person described herein and/or did produce personally known as personal identification and who executed the same.

g/v WITNESS my hand and official seal in the County and State last aforesaid this day of April, 1998.


NOTARY PUBLIC OF THE STATE
OF FLORIDA

My Commission Expires:

Seal



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 10 PM 12:14

CERTIFICATE DESIGNATING RESIDENT AGENT
AND OFFICE FOR SERVICE OF PROCESS

/COMPANY, INC.

ERICA & a Corporation existing under the laws of the State of Florida with its principal office at 125 Worth Avenue, Palm Beach, Florida 33480 has named Sharon B. Rinehimer, whose address is 125 Worth Avenue, Palm Beach, Florida 33480, as its Agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designating in this Certificate, I hereby accept the appointment as Resident Agent, and agree to comply with all the applicable provisions of law.


SHARON B. RINEHIMER,
RESIDENT AGENT