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4/28/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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FAX #: (305)716-0346

NAME: MILANO ITALIAN FASHION, INC.

AUDIT NUMBER.....H98000007980

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES.....3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I CORPORATE NAME

The name of the corporation shall be:

MILANO ITALIAN FASHION, INC.

ARTICLE II DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2110 SW 23rd Terrace
Fort Lauderdale, Florida 33312

ARTICLE V CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of one dollar (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Carla Mainella
2110 SW 23rd Terrace
Fort Lauderdale, Florida 33312

Prepared By: EDELSON & COMPANY
2727 E. Oakland Park Blvd. #305
Ft. Lauderdale, Fl. 33306
(954) 561-7774

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) 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 the corporation is/are as follows:

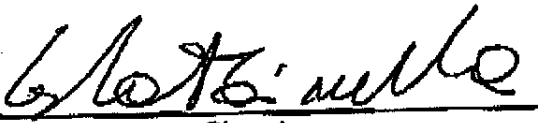
Carla Mainella
2110 SW 23rd Terrace
Fort Lauderdale, Florida 33312

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Carla Mainella
2110 SW 23rd Terrace
Fort Lauderdale, Florida 33312

The undersigned incorporator has executed these Articles of Incorporation this twenty-seventh (27th) day of April 1998.


Signature

H98000007980

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

CERTIFICATE OF REGISTERED AGENT

OF

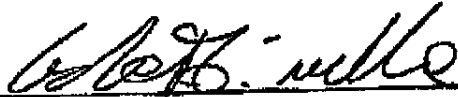
MILANO ITALIAN FASHION, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 2110 SW 23rd Terrace, Fort Lauderdale, Florida 33312 has named Carla Mainella located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office


(Registered agent)

04-27-'98
(Date)

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