

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P980000039789

Luca Miami, Inc.

800002508328--0
-05/01/98--01096--018
*****70.00 *****70.00

✓ Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
✓ Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

RECEIVED
98 MAY -1 PM 2:33
DIVISION OF CORPORATION

FILED
98 MAY -1 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9N 5-1-98

Signature _____

Requested by: Oliver

5.1

124

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

Articles of Incorporation

OF

LUCA MIAMI, INC.

FILED
98 MAY -1 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation a natural person competent to contract, hereby subscribes to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is Luca Miami, Inc.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with clothing and fashions. Further, the business shall include the retention of services of persons in the State of Florida and in all other states and countries incident to the above. The business shall include the acquisition, holding, mortgaging, selling, conveying, leasing or otherwise disposing of real and personal property;

to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required;

to purchase the corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or

otherwise acquire or dispose of the shares of the capital stock of, or any bond, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;

in general, to engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Act, and to possess and exercise all the powers and privileges granted by the Florida General Corporation Act or by any other law of Florida or by these Articles of Incorporation or the By-Laws of this corporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct of the business of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V. TERM OF EXISTENCE

This corporation shall begin as soon as possible and is to exist perpetually.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3326 NE 33rd Street, Fort Lauderdale, Florida 33308 and the initial registered agent of this corporation at that address is Robert J. Slotkin.

ARTICLE VII. DIRECTORS AND OFFICERS

This corporation shall have one Director, initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS & OFFICERS

The names and post office address of the initial officer (President/Secretary) and Director of this Corporation is: Luca Orlandi, 690 Madison Avenue, New York, NY 10021.

ARTICLE X. PLACE OF DOING BUSINESS

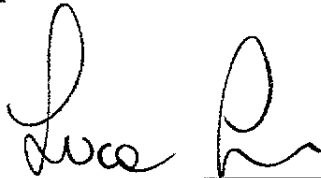
The corporation's principal place of business shall be: 9700 Collins Avenue, Bal Harbour, Florida 33154.

ARTICLE XI. 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 meeting of the Stockholders by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII. INCORPORATOR

The name and post office address of the incorporator to these Articles of Incorporation is:
The incorporator to these Articles of Incorporation is Luca Orlandi, 690 Madison Avenue, New York, NY 10021.

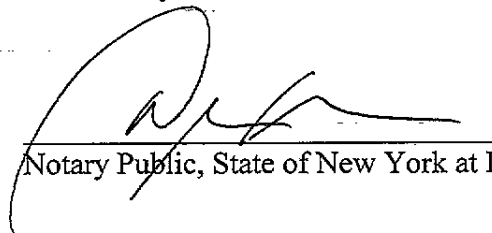
A handwritten signature in black ink, appearing to read 'Luca Orlandi', is written over a horizontal line.

Luca Orlandi, Incorporator

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared Luca Orlandi, to me known or who produced N.Y. State DL #580093271 as identification, and who is the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 28 day of April, 1998.



Notary Public, State of New York at Large

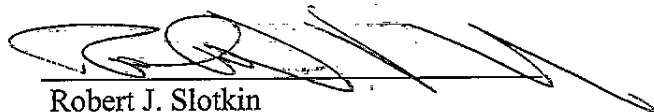
My Commission Expires:

DIANE ALEXANDER
Notary Public, State of New York
#4983157
Qualified in Bronx County
Commission Expires June 24, 1999

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:

Luca Miami, Inc., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY
OF FORT LAUDERDALE, STATE OF FLORIDA, HAS NAMED **Robert J. Slotkin, 3326 NE
33rd Street, Fort Lauderdale, Florida 33308** AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA. HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS
FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE
ARTICLES OF INCORPORATION, 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.


Robert J. Slotkin

Date 4/20/98

FILED
98 MAY -1 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA