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May 11, 1998

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

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-05/14/98--01103--012  
\*\*\*122.50 \*\*\*122.50

**Re: Filing of Articles of Incorporation of LOUIS DiCARLO PALM BEACH, INC.**

Dear Madam/Sir:

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

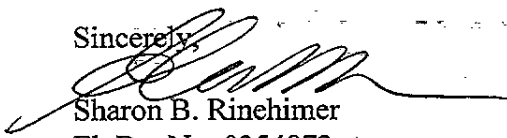
1. One original and one photo copy of the Articles of Incorporation of:  
**LOUIS DiCARLO PALM BEACH, INC.**
2. A check in the amount of \$122.50 in payment for the following fees:

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 upon the date of receipt and return the certified copy to the corporate office in the self addressed UPS courier envelope at your earliest convenience.

Sincerely,

  
Sharon B. Rinehimer  
Fl. Bar No. 0354872

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5-15  
WS

CERTIFICATE DESIGNATING RESIDENT AGENT  
AND OFFICE FOR SERVICE OF PROCESS

**LOUIS DICARLO PALM BEACH, INC.** a corporation existing under the laws of the State of Florida with it's principal office at 205 Worth Avenue, Suite 202, Palm Beach, Florida 33480 has named Ruth Rondon, whose address is 205 Worth Avenue, Suite 202, 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.

*Ruth Yarima Rondon*  
\_\_\_\_\_  
RUTH RONDON,  
RESIDENT AGENT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 14 PM 3:15

ARTICLES OF INCORPORATION  
FOR  
LOUIS DiCARLO PALM BEACH, INC.

The undersigned, Ruth Rondon 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: **LOUIS DiCARLO PALM BEACH, 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 throughout the 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:

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RUTH RONDON  
205 Worth Avenue, Suite 202  
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 One (1) Director 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 one (1). The initial director shall be: **Ruth Rondon**, whose address is: 205 Worth Avenue, Suite 202 Palm Beach, Florida 33480.

ARTICLE VII  
INCORPORATOR

The name of the person signing these Articles of Incorporation as the incorporator is Ruth Rondon and her street address is 205 Worth Avenue, Suite 202, 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 **LOUIS DiCARLO PALM BEACH, INC..** on this 11th day of May 1998.

Ruth Yarina-Rondon  
Ruth Rondon, Incorporator

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

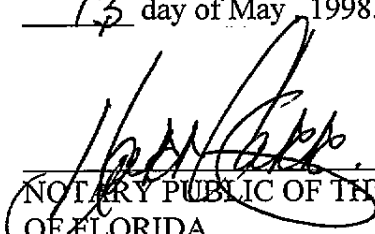
The foregoing instrument was acknowledged before me on this 13 day of May 11, 1998 by Ruth Rondon, as Incorporator.

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

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of May, 1998.



HARRY CARR  
COMMISSION # CC 488024  
EXPIRES AUG 13, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
NOTARY PUBLIC OF THE STATE  
OF FLORIDA

My Commission Expires:  
Seal

Aug 13, 99