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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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NAME: L.A. RETAIL GROUP, INC.

AUDIT NUMBER.....H98000011762

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

CERT. OF STATUS...1

PAGES..... 3

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** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/10/25/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 25, 1998

FAS-T CORP AGENTS INC

SUBJECT: L.A. RETAIL GROUP, INC.
REF: W98000014530

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

ARTICLE EIGHT DOES NOT STATE WHO THE DIRECTOR IS.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H98000011762
Letter Number: 398A00034783

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ARTICLES OF INCORPORATION
OF
L.A. Retail Group, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is: L.A. Retail Group, Inc.

The principal place of business shall be: 7401 N.W. 8th Street (Suite A) Miami, FL 331126

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State

ARTICLE THREE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 1,000,000 shares of capital stock with a per value of \$0.01 per share

ARTICLE FIVE
DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of capital stock of the corporation.

ARTICLE SIX

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata shares (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

PREPARED BY: RONALD E. ORCHARD
19531 E. Lake Drive
Miami, Fl. 33015
(305) 269-8740

**ARTICLE SEVEN
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is:
7401 N.W. 8th Street (Suite A) Miami, FL 33126

The name and address of the initial registered agent of the corporation is:
Ronald E. Orchard -

**ARTICLE EIGHT
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws. The name and address of the initial director of this corporation is: Ronald E. Orchard 19531 E. Lake Drive, Miami, Fl. 33015

**ARTICLE NINE
INCORPORATORS**

The name and address of the person signing these Articles is:
Ronald E. Orchard - 19531 E. Lake Drive, Miami, FL 33015

**ARTICLE TEN
ACTION BY DIRECTORS WITHOUT A MEETING**

The directors of this corporation may take action by written consent as provided by law.

**ARTICLE ELEVEN
MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE TWELVE
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law

**ARTICLE THIRTEEN
AMENDMENT**

The corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

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STATE OF FLORIDA

SS:

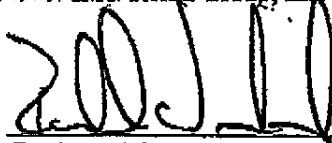
COUNTY OF DADE

Before me, the undersigned authority, personally appeared **RONALD E. ORCHARD** to me well known and known to be the person described in, and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed said instrument for the purpose therein expressed.



Ronald E. Orchard, Incorporator

Signed and dated this 27th day of March 1998, I hereby am familiar with and accept the duties and responsibilities as registered agent for L.A. Retail Group, Inc.



Registered Agent, Ronald E. Orchard

Before me, This day personally appeared _____
being duly sworn, deposes and says that the statements contained in the foregoing statement are true and correct. SWORN TO AND SUBSCRIBED before me this 23rd day of June, 1998,

Notary Public .

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TALLAHASSEE, FLORIDA

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