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JUNE 29th, 1998

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****367.50 ****122.50

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: ARTICLES OF INCORPORATION
MARITZA'S FASHION OF PALM BEACH, INC.

DEAR SIRs,

ENCLOSED YOU WILL FIND MY CHECK IN THE AMOUNT OF \$122.50
WHICH PAYS THE FILLING FEE, RESIDENT AGENT FEE, AND CERTIFIED
COPY OF THE ARTICLES OF INCORPORATION INCLUDED HEREIN.

THANK YOU FOR YOUR CONSIDERATION IN THIS MATTER, AND IF YOU
HAVE ANY QUESTIONS, PLEASE CONTACT ME IMMEDIATELY.

VERY TRULY YOURS,

DALIA MELENDEZ
680 SO. MILITARY TR. SUITE B
WEST PALM BEACH, FLORIDA 33415
(561)478-1777

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DIVISION OF CORPORATIONS
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ARTICLE OF CORPORATION

OF

MARITZA'S FASHION OF PALM BEACH, INC.

ARTICLE I

NAME

The name of this Corporation shall be:

MARITZA'S FASHION OF PALM BEACH, INC.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of operating as
RETAIL STORE transacting any and all lawful **business**.

ARTICLE III

CAPITOL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE IV

INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office and registered office of this corporation is
5285 FOX TRACE DR, WEST PALM BEACH, FLORIDA 33417 and the name of the
initial registered agent of this corporation at the above address is:

MARITZA DOYLE

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ARTICLE V

DIRECTORS

This corporation shall have two (2) Director (s) initially. The number of Directors may be either increased or diminished from time to time by-laws but shall never be less than one.

The name and address of the initial Director (s) of this corporation is:

MARITZA DOYLE
5285 FOX TRACE DR.
WEST PALM BEACH, FL 33413

JACK DOYLE
5285 FOX TRACE DR.
WEST PALM BEACH, FL 33417

ARTICLE VI

INCORPORATORS

The name and address of the person (s) signing these Articles is:

MARITZA DOYLE
5285 FOX TRACE DR.
WEST PALM BEACH, FL 33417

JACK DOYLE
5285 FOX TRACE DR.
WEST PALM BEACH, FL 33417

ARTICLE VII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE VIII

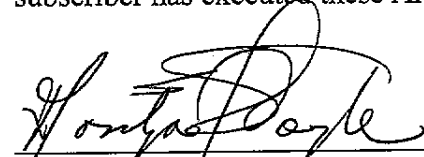
INDEMNIFICATION

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

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment to them, and any right conferred upon the shareholders is subject to this reservation. IN WITNESS WHERE OF, the undersigned subscriber has executed these Articles of Incorporation on this 26TH JUNE, 1998



MARITZA DOYLE
PRESIDENT

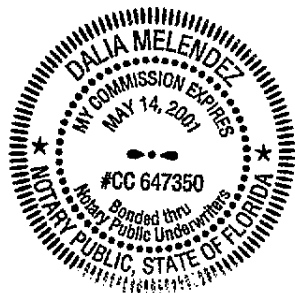


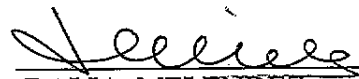
JACK DOYLE
VICE PRESIDENT

COUNTY OF PALM BEACH
STATE OF FLORIDA

BEFORE ME, the undersigned authority, this day personally appeared MARITZA DOYLE and JACK DOYLE who after being duly sworn, deposes and say that the facts contained above are true and correct, and that he has executed the same for the purposes contained herein.

WITNESS my hand and official seal this 26TH JUNE, 1998.





DALIA MELENDEZ
NOTARY PUBLIC, STATE OF FL.
COMMISSION INFORMATION:

CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHICH PROCESS MAY BE SERVED. IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES.
THE FOLLOWING IS SUBMITTED:

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SECRETARY OF CORPORATIONS
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DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA.

WITH IT'S PRINCIPAL PLACE OF BUSINESS 5700 OKEECHOBEE BLV STE 937, WEST PALM BEACH, FLORIDA 33417 AND COUNTY OF PALM BEACH, STATE OF FLORIDA AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

Paul Doyle
CORPORATE OFFICER
President
TITLE
6/26/98
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT OF SAID CORPORATION, AND I HEREBY COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PRFORMANCE OF MY DUTIES.

SIGNATURE *Paul Doyle*
DATE 6/26/98