

P98000062842

DONALD L. BASS  
7166 S.E. OSPREY STREET  
HOBE SOUND, FLORIDA 33455

(561) 546-6620  
FAX (561) 546-5637

June 29, 1998

FILED  
98 JUL 16 PM 2:39  
TALLAHASSEE, FLORIDA

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

600002580876--1  
-07/06/98--01114--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Designer Consignments, Ltd. II, Inc.

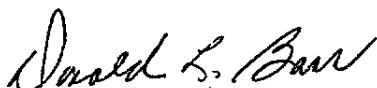
Dear Sir

Enclosed are the Articles of Incorporation for the above named corporation.

Also, enclosed is a check payable to the "Secretary of State" in the amount of \$ 122.50 to cover the cost of incorporation.

If any further information is needed, please contact me directly.

Very truly yours



Donald L. Bass  
Registered Agent

F. CHESSEY JUL 16 1998

62-98-15540  
306



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 8, 1998

DONALD L BASS  
7166 SE OSPREY STREET  
HOBE SOUND, FL 33455

SUBJECT: DESIGNER CONSIGNMENTS, LTD II, INC..  
Ref. Number: W98000015540

FILED  
98 JUL 16 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for DESIGNER CONSIGNMENTS, LTD II, INC.. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 598A00036601

ARTICLES OF INCORPORATION  
OF  
*LIMITED*  
DESIGNER CONSIGNMENTS, ~~LLC~~ II, INC.

FILED  
98 JUL 16 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED ESTABLISHES THE FOLLOWING FOR THE PURPOSES OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE:

*LIMITED*  
DESIGNER CONSIGNMENTS, ~~LLC~~ II, INC.

THE PRINCIPAL OFFICE ADDRESS IS: 303 S. FEDERAL HIGHWAY, BOCA RATON, FL 33432  
AND THE MAILING ADDRESS IS 303 S. FEDERAL HIGHWAY, BOCA RATON, FL 33432.

ARTICLE II

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES:

- (A) TO CARRY ON THE BUSINESS OF PROVIDING THE SERVICES OF A CONSIGNMENT CLOTHING STORE TO THE GENERAL PUBLIC. ALSO, CONSULTATION AS NEEDED OR REQUESTED.
- (B) FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS; EXCEPT THAT IT IS NOT TO CONDUCT A BANKING, SAFE DEPOSIT, TRUST, INSURANCE, SURETY, EXPRESS, RAILROAD, CANAL, TELEPHONE, TELEGRAPH OR CEMETERY COMPANY, A SAVINGS AND LOAN ASSOCIATION, FRATERNAL BENEFIT SOCIETY OR STATE FAIR EXPOSITION.
- (C) TO DO ANY AND EVERYTHING PERTINENT TO THE ABOVE.

ARTICLE III

THIS CORPORATION IS AUTHORIZED TO ISSUE 10 SHARES OF ONE DOLLAR ( \$1.00) PAR VALUE STOCK.

ARTICLE IV

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO-RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V

CORPORATE DURATION

THIS CORPORATION SHALL HAVE PERPETUAL DURATION UNLESS SOONER DISSOLVED BY LAW.

## ARTICLE VI

### INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 7166 S.E. OSPREY STREET, HOBE SOUND, FL 33455 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS DONALD L. BASS.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN TWO. THE NAMES AND ADDRESSES OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE:

PATRICIA G. WIGDAHL  
1470 VIA MIGUEL  
JUPITER, FL 33477

KATHRYN A. HATHAWAY  
6391-1 RIVERWALK LANE.  
JUPITER, FL 33458

## ARTICLE VIII

### BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

## ARTICLE IX

### INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE X

SUBSCRIBER

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

KATHRYN A. HATHAWAY  
6391-1 RIVERWALK LANE  
JUPITER, FL 33458

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE  
ARTICLES OF INCORPORATION THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 19\_\_\_\_.

*Kathryn A. Hathaway*  
KATHRYN A. HATHAWAY  
SUBSCRIBER

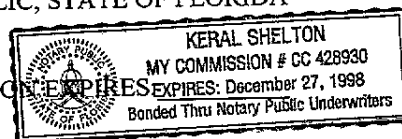
STATE OF FLORIDA           )  
                                          ) SS.  
COUNTY OF PALM BEACH    )

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN  
THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED KATHRYN A.  
HATHAWAY KNOWN TO ME AND KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE  
FOREGOING ARTICLES OF INCORPORATION AND SHE ACKNOWLEDGED BEFORE ME THAT  
SHE EXECUTED THOSE ARTICLES OF INCORPORATION. DRIVERS LICENSE WITH PHOTO  
I.D. USED AS CONFIRMATION OF IDENTITY.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY  
OFFICIAL SEAL, IN THE STATE AND COUNTY AFORESAID, THIS 29 DAY OF  
JUNE, 19 98.

*Keral Shelton*  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

MY COMMISSION EXPIRES



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:

*LIMITED*

FIRST: THAT DESIGNER CONSIGNMENTS, ~~LTD~~ II, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT 303 S. FEDERAL HWY, BOCA RATON, STATE OF FLORIDA, HAS NAMED  
DONALD L. BASS LOCATED AT 7166 S.E. OSPREY STREET, HOBE SOUND, FLORIDA 33455 AS  
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

*Kathryn A. Hathaway*  
KATHRYN A. HATHAWAY  
PRESIDENT

DATE

*6/29/98*

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO  
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF  
ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY  
DUTIES.

*Donald L. Bass*  
DONALD L. BASS  
REGISTERED AGENT

DATE

*6/29/98*

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98 JUL 16 PM 2:39  
CLERK OF STATE  
TALLAHASSEE, FLORIDA