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August 3, 1998

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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***122.50 ***122.50

Re: Front Cover Fashions, Inc.

Dear Madam/Sir:

Enclosed are articles of incorporation for the referenced corporation, in duplicate, together with our \$122.50 check and a pre-addressed and stamped envelope for the return of a certified copy of the articles.

Call with any questions.

Sincerely,


Dami L. Bermudez, Legal Assistant

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

FRONT COVER FASHIONS, INC.

ARTICLE I.

CORPORATE NAME

The name of this corporation is **Front Cover Fashions, Inc.**

ARTICLE II.

PRINCIPAL OFFICE AND MAILING ADDRESS

The corporation's principal office and mailing address is 7635 S.W. 21st Terrace, Miami, Florida 33155.

ARTICLE III.

AUTHORIZED SHARES

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock.

ARTICLE IV.

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The corporation's initial registered agent and registered office is Mario E. Rubalcaba, 7635 S.W. 21st Terrace, Miami, Florida 33155.

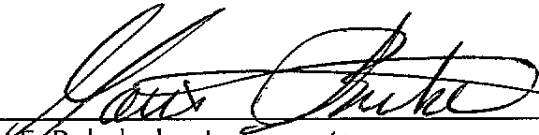
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ARTICLE V.

INCORPORATOR

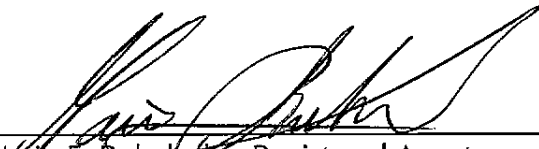
The name and address of the incorporator is Mario E. Rubalcaba, 7635 S.W. 21st Terrace, Miami, Florida 33155.

THE UNDERSIGNED Incorporator executes these articles for the purpose of forming a corporation pursuant to the laws of the State of Florida.



Mario E. Rubalcaba, Incorporator
Date: 8/3/98

The undersigned hereby accepts the foregoing designation as initial registered agent, certifies that he is familiar with the provisions of law applicable to said designation and agrees to comply with such laws.



Mario E. Rubalcaba, Registered Agent
Date: 8/3/98

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