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98 AUG 18 PM 1:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Wolford Boutique - Bal Harbour, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in

Pick up time 8/18

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

DEPARTMENT OF STATE
DIVISION OF CORPORATE,
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WOLFORD BOUTIQUE - BAL HARBOUR, INC.

(Under Section 607 of the Florida Business Corporation Act)

The undersigned, a natural person of the age of eighteen years or over, desiring to form a corporation pursuant to the provisions of the Business Corporation Act of the State of Florida, hereby certifies as follows:

FIRST: The name of the Corporation is **WOLFORD BOUTIQUE - BAL HARBOUR, INC.** (hereinafter sometimes called the "Corporation"). The office of the Corporation is to be located at 9700 Collins Avenue, Bal Harbour, Florida, 33154.

SECOND: The aggregate number of shares that the Corporation shall have authority to issue is one hundred (100) Common Shares, all of which shall have \$.01 par value each.

THIRD: The address of the registered office of this corporation in this state is c/o United Corporate Services, Inc., 801 Northeast 167th Street, Suite 300, North Miami Beach, Florida 33162 and the name of the registered agent at said address is United Corporate Services, Inc.

FOURTH: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of the State of Florida; provided, however, the Corporation shall not engage in any act or activity requiring the consent or approval of any official, department, board, agency or other body of the State of Florida without such consent or approval first having been obtained.

FIFTH: (a) No director shall be personally liable in any respect to the Corporation or its shareholders for damages for any breach of duty in such capacity, provided, however, that this Article shall not eliminate or limit the liability of any director if a judgment or other final adjudication adverse to him establishes (i) that his acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law, (ii) that he personally gained in fact a financial profit or other advantage to which he was not legally entitled, or (iii) that his acts violated Section 607.0830 of the Business Corporation Act.

(b) Any repeal or modification of this Article shall not give rise to or increase the personal liability of any Director for any act or omission taking place prior to such repeal or modification, or otherwise adversely affect any right or benefit of a Director existing at the time of such repeal or modification.

(c) The provisions of this Article shall not be deemed to limit or preclude indemnification of a Director by the Corporation (i) for any liability which has not been eliminated by the provisions of this Article, or (ii) the cost of defending any claim the liability for which has been eliminated hereby.

SIXTH: The Corporation shall indemnify its Directors and Officers for acts taken or omitted to be taken on behalf of the Corporation in their capacity as Directors and Officers, and otherwise when serving in any capacity at the request of the Corporation, and shall advance to such persons expenses incurred by the same in defending against any claims for which indemnification is provided hereunder to the fullest extent provided or permitted and subject to any conditions imposed by the laws of the State of Florida from time to time in effect.


SEVENTH: For the management of the business and for the conduct of the affairs of the Corporation, it is further provided that:

(a) The Board of Directors is expressly authorized and empowered to make, alter, amend or repeal the By-laws of the Corporation in any manner not inconsistent with the laws of the State of Florida or these Articles of Incorporation, subject to the power of the shareholders of the Corporation having voting power to alter, amend or repeal the By-laws of the Corporation;

(b) any action permitted to be taken by the shareholders of the Corporation may be taken without a meeting by written consent, signed by not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted;

(c) vacancies occurring in the board of directors by reason of the removal of a director(s) without cause may be filled by a vote of the board of directors.

IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under the penalties of perjury, this 14th day of August, 1998.

A handwritten signature in black ink, appearing to read "Michelle R. Noch", written over a horizontal line.

Michelle R. Noch, Incorporator
Kronish, Lieb, Weiner & Hellman LLP
1114 Avenue of the Americas
New York, New York 10036

ACCEPTANCE AS REGISTERED AGENT

OF

WOLFORD BOUTIQUE - BAL HARBOUR, INC.

FILED

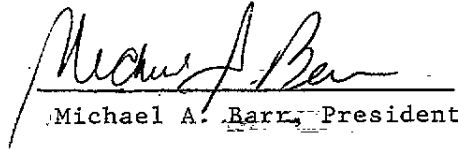
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 proper and complete performance of my duties.

Dated: August 17, 1998

UNITED CORPORATE SERVICES, INC.


Michael A. Barr, President

Registered Office Address:

801 Northeast 167th Street - Suite 300
North Miami Beach, Florida 33162