

8/18/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: LUIS URIARTE

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: THE FASHION STATION, INC.

AUDIT NUMBER.....H98000015380

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

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
The Fashion Station, Inc.

Article II. Address

The mailing address of the Corporation is:
The Fashion Station, Inc.
c/o MTM Corp.
1221 Brickell Avenue, 9th Floor
Miami FL 33131

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Lizabeth F. Calvo
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Thierry Bastien

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Lizabeth F. Calvo | FL Bar Member 40657
Lizabeth F. Calvo, P.A.
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149
305-365-0902
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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Lizabeth F. Calvo
Lizabeth F. Calvo, P.A.
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 18, 1998.

The undersigned incorporator executed these Articles of Incorporation on August 18, 1998.



LIZABETH F. CALVO

by L.A. Uriarte as attorney-in-fact

Lizabeth F. Calvo I FL Bar Member 40657
Lizabeth F. Calvo, P.A.
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149
305-365-0902
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

The Fashion Station, Inc.

REGISTERED AGENT/OFFICE:

Lizabeth F. Calvo
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



LIZABETH F. CALVO

by L.A. Uriarte as attorney-in-fact

Date: August 18, 1998.

Lizabeth F. Calvo | FL Bar Member 40657
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