

Charter Number Only

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VALIDATION ONLY

Jose Portnoy, C.P.A.

Requestor's Name

2100 W. 76 St #203

Address

Hialeah FL 33016 (305)231-7757

City

State

ZIP

Phone

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****122.50 ****122.50

CORPORATION(S) NAME

Fashion Resources, Inc.

FILED
98 SEP -4 PM 12:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input checked="" type="checkbox"/> NonProfit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

9/4

Certified Copy

RECEIVED
98 SEP -4 AM 9:18
DIVISION OF CORPORATION

Empire Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION
OF
FASHION RESOURCES, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: **FASHION RESOURCES, INC.**

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such shall be as follows:

Number of Shares Authorized	Par value per share	Class of Stock
1000	\$1.00	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at a just valuation to be fixed by the board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that such shares are subject to calls thereon until the whole consideration therefore shall have been paid.

Upon the sale for cash of any new stock of the same kind, class or series as that which they already hold, every stockholder of this corporation shall the pre-emptive right to purchase his pro rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of theses Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial principal and registered office of this corporation shall be at 2100 West 74th Street Suite 403, Hialeah, Florida 33016-5504, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be: MIGDALIA E. ALVARADO who will acknowledge his appointment at the end of these articles of incorporation.

ARTICLE VI

This corporation shall have at least two directors, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contractor transaction with like force an effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE VIII

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE IX

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator and also the registered agent named corporation at the place designated in these Articles of Incorporation, hereby accept the appointment of Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position of Registered Agent.



**MIGDALIA E. ALVARADO, INCORPORATOR
AND REGISTERED AGENT**

Hialeah, September 2nd, 1998

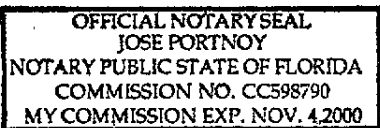
**STATE OF FLORIDA
COUNTY OF MIAMI DADE**

BEFORE ME, the undersigned authority, personally **Migdalia E. Alvarado** to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State of Florida, County of Dade this 2nd day of September, 1998.


Notary Public
State of Florida at Large

My commission expires:



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SECRETARY OF STATE
TALLAHASSEE FLORIDA