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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -2 AM 9:43

P 98000093528
October 29, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400002677844-5
-11/02/98--01080--009
****122.50 *****78.75

Re: Designs By Roni Lynn, Inc.

To Whom It May Concern:

Enclosed is an original and one copy of the Articles of Incorporation for Designs By Roni Lynn, Inc. and this firm's check in the amount of \$122.50. Please file the articles and return a certified copy in the enclosed self-addressed stamped envelope.

If you have any questions, please do not hesitate to call.

Very truly yours,

GREENBERG & SCHILIAN, P.A.

Mary E. Strelitz

Mary E. Strelitz
Legal Assistant

/mes
Enclosures

F. CHESSEN NOV 4 1998

ARTICLES OF INCORPORATION

OF

DESIGNS BY RONI LYNN, INC.

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The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is DESIGNS BY RONI LYNN, INC.

SECOND: The principal office or mailing address of the Corporation is 2300 Glades Road, Suite 100E, Boca Raton, Florida 33431.

THIRD: The duration of the Corporation shall be perpetual.

FOURTH: The aggregate number of shares of stock that the Corporation is authorized to have outstanding at any one time is one thousand (1000), all of which shall have a par value of one cent (\$.01) and are of the same class and are to be common shares.

FIFTH: The name and street address of the incorporator is as follows:

Jeffrey L. Greenberg
c/o Greenberg & Schilian, P.A.
1761 W. Hillsboro Boulevard
Suite 201
Deerfield Beach, Florida 33442

SIXTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

SEVENTH: The Corporation's corporate existence shall commence as of the date upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same, so long as these Articles of Incorporation are received and filed by the Department of State within five (5) days, exclusive of legal holidays, after such date the incorporator shall have subscribed and acknowledged these Articles of Incorporation. In the event these Articles are not received within such five (5) day period, then the corporation's corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

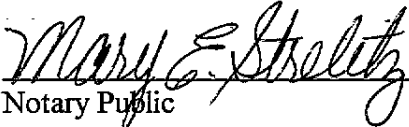

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on October 29, 1998, in Deerfield Beach, State of Florida.


Jeffrey L. Greenberg
INCORPORATOR

STATE OF FLORIDA)
)ss.:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 29th day of October, 1998, by Jeffrey L. Greenberg, who is personally known to me ~~or who has produced~~ _____ (type of identification) as identification and who ~~did~~/did not take an oath.

OFFICIAL NOTARIAL SEAL:


Notary Public

(type, print, or stamp name)

My Commission Expires:

Commission No.



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes (1991), the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is DESIGNS BY RONI LYNN, INC.
2. The name and address of the registered agent and office is:

Jeffrey L. Greenberg, Esquire
Greenberg & Schilian, P.A.
1761 W. Hillsboro Boulevard
Suite 201
Deerfield Beach, Florida 33442



Jeffrey L. Greenberg
INCORPORATOR

Date: October 29, 1998

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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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.



Signature of Registered Agent

Date: October 29, 1998