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ATTORNEYS AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 19, 1998

Daniel J. Brams
James H. Hicks*
Michael A. Motto
William H. Pincus
Brian T. Scher

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Carrie's Classics Inc.

500002693895--6
-11/23/98--01089--018
****122.50 *****78.75

Dear Sir/Madam:

Enclosed please find our check in the amount of \$122.50 which represents your fee for the filing of the enclosed original and one copy of the Articles of Incorporation regarding the above-referenced matter.

Should you have any questions or comments regarding this matter, please do not hesitate to contact me.

Sincerely yours,

James H. Hicks
JHH/ljs

Enclosure
cc: Randi Drylie

James Hicks GAVE
AUTHORIZATION BY PHONE TO
CORRECT add suffix -
DATE PK
DGC. EXAM.

P Hall

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(5)

ARTICLES OF INCORPORATION

OF

CARRIE'S CLASSICS INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of this corporation is **Carrie's Classics Inc.**

ARTICLE II
INITIAL PRINCIPAL PLACE OF BUSINESS

The corporation's initial principal place of business shall be 3 Leeward Circle, Tequesta, Florida 33469.

ARTICLE III
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 200 shares of common stock having par value of \$1.00.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE VI
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Randi Drylie
3 Leeward Circle
Tequesta, Florida 33469

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII
INITIAL DIRECTOR

The names of the initial directors of this Corporation and their street address are Randi Drylie, 3 Leeward Circle, Tequesta, Florida 33469, and Carrie Peluso, 1770 Holman Drive, North Palm Beach, Florida 33408.

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever comes first.

ARTICLE IX
OFFICERS

The officers of the Corporation shall consist of:

Randi Drylie, President and Treasurer
Carrie Peluso, Vice President and Secretary

ARTICLE X
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Randi Drylie
3 Leeward Circle
Tequesta, Florida 33469

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18 day of November, 1998.




RANDI DRYLIE

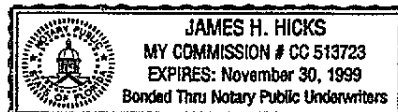
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME personally appeared Randi Drylie, to me well known and known to me to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed same for the purposes therein expressed ~~and who produced~~ ~~as identification~~ or who is personally known to me.

WITNESS my hand and official seal this 18 day of November, 1998.



NOTARY PUBLIC, State of Florida
at Large
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FILED

FOR THE SERVICE OF PROCESS WITHIN THIS STATE 98 NOV 23 AM 10:51

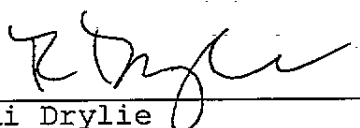
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

Carrie's Classics^{Inc.} is desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, and has named Randi Drylie, 3 Leeward Circle, Tequesta, Florida 33469 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Randi Drylie
Registered Agent