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December 11, 1998

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

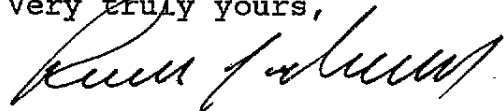
Re: Incorporation/Electre Boutique, Inc.

Dear Sir:

Enclosed please find duplicated Articles of Incorporation for Electre Boutique, Inc. Also enclosed is my check in the amount of \$70.00 in payment of the filing fee.

Should these Articles be accepted, kindly forward the letter of acknowledgment to the undersigned.

Very truly yours,



Randall J. Marshall

RJM/sd
enc.

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
ELECTRE BOUTIQUE, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE:

The name of the Corporation is ELECTRE BOUTIQUE, INC.

ARTICLE TWO:

The duration of the corporation is perpetual with commencement at the time of filing these Articles.

ARTICLE THREE:

The general purposes for which the corporation is organized are:

1. To engage in any or all of the aspects of a retail clothing boutique.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE FOUR:

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share. All shares shall be common stock.

ARTICLE FIVE:

The street address of the initial registered office of the corporation is 238 New Gate Loop, Heathrow, FL 32746, and the name of its initial registered agent at such address is PARLO J. EDWARDS. This address is also the address of the principal office and mailing address for the corporation. PARLO J. EDWARDS, by executing these ARTICLES states that she is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

ARTICLE SIX:

The number of directors constituting the initial board of directors of the corporation is two (2). The names and addresses of the persons who are to serve as members of the initial board are:

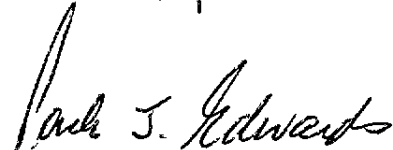
<u>NAME</u>	<u>ADDRESS</u>
Keith L. Edwards	238 New Gate Loop Heathrow, FL 32746
Parlo J. Edwards	238 New Gate Loop Heathrow, FL 32746

ARTICLE SEVEN:

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Parlo J. Edwards	238 New Gate Loop Heathrow, FL 32746

11th Executed by the undersigned at Orange City, Florida, on the day of December, 1998.


PARLO J. EDWARDS
Incorporator/Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF Volusia

The foregoing instrument was acknowledged before me this
11th day of December, 1998, by PARLO J. EDWARDS, () who is
personally known to me or (X) who has produced FL DL
as identification.

Sandra L Davis

Notary signature

Sandra L Davis

Notary name printed

Commission No. _____

My commission expires: _____

