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To: Division of Corporations  
Fax Number : (850) 922-4001

From: Account Name : ARIE MREJEN, P.A.  
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FLORIDA PROFIT CORPORATION OR P.A.  
MILLENNIUM FASHIONS, INC.

|                       |         |
|-----------------------|---------|
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**ARTICLES OF INCORPORATION  
OF  
MILLENIUM FASHIONS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation is : **MILLENIUM FASHIONS, INC.**

**ARTICLE II: EFFECTIVE DATE**

This corporation's existence shall commence on the date these Articles of Incorporation are filed with the Florida Secretary of State.

**ARTICLE III: PRINCIPAL OFFICE**

The mailing address of this corporation is : **10295 COLLINS AVE., #820  
BAL HARBOR, FL 33154**

**ARTICLE IV: CAPITAL STOCK**

The number of shares that the corporation is authorized to have outstanding at any on time is **ONE THOUSAND (1,000)** shares of common stock having a par value of one dollar (\$1.00) per share.

**ARTICLE V: GENERAL PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**THIS INSTRUMENT PREPARED BY:  
ARIE MREJEN, ESQ.  
701 W. CYPRESS CREEK RD., SUITE 302  
FORT LAUDERDALE, FLORIDA 33309  
TEL: (954)771-3740  
FAX: (954) 771-3047  
FLORIDA BAR NO. 907219**

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**ARTICLE VI: INITIAL REGISTERED AGENT**

The name and address of the initial registered agent is ARIE MREJEN, P.A., 701 W. Cypress Creek Rd., Suite 302, Fort Lauderdale, Florida 33309.

**ARTICLE VII: DURATION**

The duration of the corporation is perpetual.

**ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The number of directors constituting the INITIAL Board of Directors is ONE (1). The number of directors may be increased from time to time in accordance with the by-laws, but shall never be less than one. The names and mailing address of each of the initial members of the Board of Directors are:

ENZO STANCATO

c/o 10295 COLLINS AVE., #820  
BAL HARBOR, FL 33154

**ARTICLE IX: INCORPORATOR**

The name of the incorporator is Arie Mrejen, P.A., 701 West Cypress Creek Rd., Suite 302, Fort Lauderdale, Florida 33309

**ARTICLE X: AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles Of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

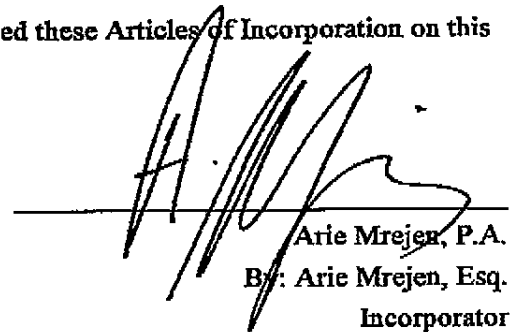
**ARTICLE XI: INDEMNIFICATION**

The corporation shall indemnify each officer and director to the fullest extent permitted by law.

**ARTICLE XII: BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

In WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this  
4 day of January, 1999.

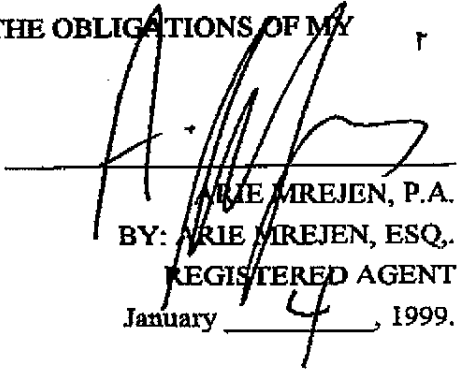
  
Arie Mrejen, P.A.  
By: Arie Mrejen, Esq.  
Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida:

1. The name of the corporation is MILLENIUM FASHIONS, INC.
2. The name and address of the registered agent is ARIE MREJEN, P.A. 701 W. Cypress Creek Rd., Suite 302, Fort Lauderdale, Florida 33309.

HAVING BEEN NAMED REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH 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 AS REGISTERED AGENT.

  
ARI E MREJEN, P.A.  
BY: ARI E MREJEN, ESQ.  
REGISTERED AGENT  
January 4, 1999.

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