

P9900000 4754

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000001244 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FILED
99 JAN 15 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

fashion decor, inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

TA-1/15/99

499000001244

(5)

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

ARTICLE I. NAME

The name of this corporation shall be: Fashion Decor, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of conducting any business authorized under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares of common capital stock with a par value of one dollar (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

Hodkin & Ostrow, P.A.
2300 East Las Olas Boulevard, Fourth Floor, Fort Lauderdale, FL 33301 - Telephone: (954) 767-3345
Jeffrey M. Ostrow, Esquire - Florida Bar Number: 121452

499000001244

FILED
99 JAN 15 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

499000001244

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation, at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles of Incorporation, A Copy
Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one

(1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as the members of the Initial Board of Directors are:

Hodkin & Ostrow, P.A.
2300 East Las Olas Blvd., Fourth Floor, Fort Lauderdale, FL 33301; Telephone: (954) 767-3345

499000001244

49000001244

Alana Markus, 2851 Northeast 183rd Street, #2212, North Miami Beach, FL 33160

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of the corporation's principal office and the address of this corporation's initial registered office shall be: 2851 Northeast 183rd Street, #2212; North Miami Beach, FL 33160.

The name of the individual who shall serve as this corporation's initial registered agent at that address is Michael Friedman.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:

Michael Friedman, 2851 Northeast 183rd Street, #2212, North Miami Beach, FL 33160.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



MICHAEL FRIEDMAN, Incorporator

I hereby accept my designation as resident agent and agree to serve as the

Hodkin & Ostrow, P.A. 49000001244
2300 East Las Olas Blvd., Fourth Floor, Fort Lauderdale, FL 33301; Telephone: (954) 767-3345


499000001244

resident agent of FASHION DÉCOR, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for FASHION DÉCOR, INC.


 MICHAEL FRIEDMAN, Registered Agent
 of FASHION DÉCOR, INC.

State of Florida)
 ss:
 County of Broward)

On January 15, 1999, MICHAEL FRIEDMAN, designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles of Incorporation of FASHION DÉCOR, INC.


 NOTARY PUBLIC

My Commission Expires on:



FILED
 99 JAN 15 PM 3:37
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

HODKIN & OSTROW, P.A. 499000001244
 2300 East Las Olas Boulevard, Fourth Floor, Fort Lauderdale, FL 33301; Telephone: (954) 767-3347