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Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : DAVID TORCHIN, C.P.A., P.A.
Account Number : 119990000007
Phone : (954)472-3124
Fax Number : (954)472-0067

FILED
99 MAR 18 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Lexington Handbags, Inc.

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| Certificate of Status | 1 |
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3/18/99

FAX AUDIT NUMBER: H 99 00000 6456 0**ARTICLES OF INCORPORATION**
OF**Lexington Handbags, Inc.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Lexington Handbags, Inc.**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

Principal Place of Business:**1455 NW 107th Avenue
Miami, FL 33172****Mailing Address:****1455 NW 107th Avenue
Miami, FL 33172****Phone Number: 954-851-9999****ARTICLE III CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand Shares (1000.) at One Dollar (\$1.00) par value per share.**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

**David Torchin, C.P.A.
8211 West Broward Blvd., Suite 200
Plantation, FL 33324-2726****Prepared By:****David Torchin, C.P.A., P.A.
8211 West Broward Blvd., Suite 200
Plantation, FL 33324-2726
Phone: (954) 472-3124
Fax: (954) 472-0067**

FAX AUDIT NUMBER:

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TALLAHASSEE, FLORIDA


FAX AUDIT NUMBER: 499 00000 6456 0

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporators to these Articles of incorporation and the office each shall hold is(are):

President
Shimon Fhima
13191 NW 11th Court
Sunrise, FL 33323

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 17 day of March, 1999.


Signature

Signature

Prepared By:
David Torchin, C.P.A., P.A.
8211 West Broward Blvd., Suite 200
Plantation, FL 33324-2726
Phone: (954) 472-3124
Fax: (954) 472-0067

FAX AUDIT NUMBER: 499 00000 6456 0

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H99 00000 6456 0

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, 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.

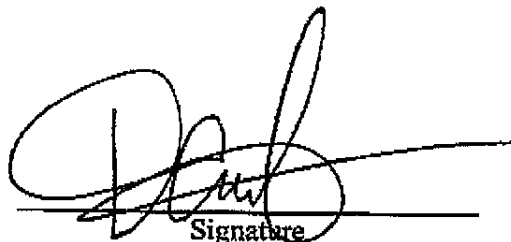
1. The name of the corporation is:

Lexington Handbags, Inc.

2. The name and address of the registered agent and office is:

David Torchin, C.P.A.
8211 West Broward Blvd., Suite 200
Plantation, FL 33324-2726

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE 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.


Signature03/17/99

Date

99 MAR 18 PM 12:13
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared By:

David Torchin, C.P.A., P.A.
8211 West Broward Blvd., Suite 200
Plantation, FL 33324-2726
Phone: (854) 472-3124
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