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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

119TH STREET FASHIONS, INC.

Certificate of Status	1
Certified Copy	0
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Articles of Incorporation
OF
119th STREET FASHIONS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1: Name

The name of the Corporation will be 119th STREET FASHIONS, INC.

Article 2: Purpose of Corporation

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

Article 3: Terms of Existence

This Corporation shall have perpetual existence.

Article 4: Principal Office

This Corporation's initial principal office is 1529 NW 119 ST., MIAMI, FLORIDA 33167, and the mailing address is the same.

Article 5: Officers

The officers of the Corporation shall be:

President: CASSANDRA DAVIS
Vice President: TARQUIESHA DAVIS
Secretary/Treasurer: ROSHAWN DAVIS
1529 NW 119 ST., MIAMI, FLORIDA 33167

Article 6: Directors

The Corporation shall have one director initially:

CASSANDRA DAVIS
1529 NW 119 ST., MIAMI, FLORIDA 33167

Article 7: Corporate Capitalization

7.1 The stock of this Corporation shall be known as Common Stock.

7.2 The Corporation is authorized to have outstanding at any time a maximum of 500 shares of common stock, each having \$1.00 par value. The Board may choose to, at any time and without reason, issue stock for an amount greater than the stated par value.

Prepared by: Jacquelyn Lumpkin Wooden, Fla Bar No. 078123
99 NW 183 St., Ste. 234, Miami, FL 33169 - (305) 770-1812

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Article 8: Preemptive Rights

119th STREET FASHIONS, INC. elects to have preemptive rights. A shareholder may waive his preemptive right upon written notice to the Board. Such waiver is irrevocable.

This election has the legal effect of granting the shareholders a preemptive right on uniform terms and conditions prescribed by the Board, to acquire proportional amounts of 119th STREET FASHIONS, INC. unissued shares after the Board decides to issue new shares. This provision is to protect shareholders from dilution of their proportionate interest, control and value of 119th STREET FASHIONS, INC. stock.

No stocks or other interest in this corporation shall be sold, devised or otherwise transferred without the expressed written consent of all other shareholders of record.

Article 9: Sub-Chapter S Corporation

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Article 10: Registered Agent

The undersigned individual is the Registered Agent for the Corporation for service of process in Florida on behalf of the Corporation. This address also serves as the initial registered office of the Corporation.

Registered Agent: CASSANDRA DAVIS
Address: 1529 NW 119 ST.
MIAMI, FL 33167

Article 11: Incorporators

The name and address of the incorporator is as follows:

CASSANDRA DAVIS
1529 NW 119 ST.
MIAMI, FLORIDA 33167

Article 12: Amendment

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

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Acknowledgement of the Incorporator

I hereby acknowledge and sign these Articles of Incorporation and submit the same to the Florida Division of Corporations for official filing:

By: *Cassandra Davis*
CASSANDRA DAVIS

Acceptance of Registered Agent

Having been named as Registered Agent of the Above Corporation at the place designated in the Articles of Incorporation, I, CASSANDRA DAVIS, hereby accept to act in this capacity, and agree to comply with the provisions of the Florida statutes pertaining to the duties and responsibilities of a Registered Agent.

DULY EXECUTED this 24 day of March, 1999 in Miami-Dade County, in the State of Florida

By: *Cassandra Davis*
CASSANDRA DAVIS

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

Sworn to and subscribed before me, this Certificate, to be executed for the purposes expressed herein by CASSANDRA DAVIS, Incorporator and CASSANDRA DAVIS, Registered Agent, this 24th day of MARCH, 1999.

Personally Known to Me OR Produced Identification
Type of ID Produced Fl. Dr. Lic. D120-116 515180

JACQUELYN L. WOODEN
Printed Name of Notary Public

Jacquelyn L. Wooden
Signature of Notary Public



(Seal)
JACQUELYN L. WOODEN
My Comm. Exp. 10/03/2000
Revoked By Service No.
No. DC690821
1) Personally Known / 2) Other I.D.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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