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FLORIDA PROFTT CORPORATION OR P.A.

5TH AVENUE RETAIL, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

5TH AVENUE RETAIL, INC.

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is 5TH AVENUE RETAIL, INC. (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is 1506 Northeast 162nd Street, Miami, Florida 33162.
- THIRD: The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the name of the registered agent is: B & C Corporate Services, Inc.
- FIFTH: The name and address of the incorporator of the Corporation is: Dale S. Bergman, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

THIS DOCUMENT PREPARED BY:
DALE S. BERGMAN, P.A.
BROAD AND CASSEL
FL BAR NO. 0558000
201 S. Biscayne Boulevard, Suite 3000
Miami, Florida 33131
(305) 373-9400

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of April, 1999.



Dale S. Bergman, Incorporator

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Anna Salgado
Anna Salgado, Vice President

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