

SCOTT F. NELSON, P.A.

CERTIFIED PUBLIC ACCOUNTANT
200 SOUTH HOOVER BOULEVARD, BUILDING 201
SUITE 140
TAMPA, FLORIDA 33609
813-286-7946 FAX 813-639-1142

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****70.00 ****70.00

April 19, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32399

RE: RADLOFF FASHION, INC.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation, together with a check in the amount of \$70.00. This check represents the cost of the filing fees.

Respectfully,

Scott F. Nelson


Certified Public Accountant

FILED
99 APR 26 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

APR 30 1999
SFC

ARTICLES OF INCORPORATION
of
RADLOFF FASHION, INC.

FILED
99 APR 26 AM 10:30
TALLAHASSEE
SECY

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: RADLOFF FASHION, INC.

ARTICLE II - PRINCIPAL OFFICE

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

19102 CENTER ROSE BOULEVARD
LUTZ, FL 33549

ARTICLE III - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue three hundred and fifty shares (350) of one Dollar (\$1.00) par value Common Stock, which shall be designated as "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

SCOTT F. NELSON
200 SOUTH HOOVER BLVD.
BLDG. 201, SUITE 140
TAMPA, FLORIDA 33609

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

**GARY RADLOFF
19102 CENTER ROSE BOULEVARD
LUTZ, FL 33549**

ARTICLE III - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

**SCOTT F. NELSON
200 SOUTH HOOVER BLVD.
BLDG. 201, SUITE 140
TAMPA, FLORIDA 33629**

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 22 day of April 1999.

Signature

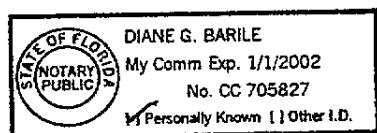
STATE OF FLORIDA)
SS

COUNTY OF HILLSBOROUGH)
before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SCOTT F. NELSON, known to me and known to be the person(s) who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 22 day of April 1999.

Diane G. Barile
(Notary Public, State of Florida at large)

My Commission expires:



CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

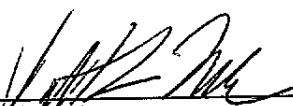
CERTIFICATE OF REGISTERED AGENT OF RADLOFF FASHION, INC.

Pursuant to Florida Statutes Section 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered agent as indicated in the Articles of Incorporation at 200 SOUTH HOOVER BLVD, BLDG 201, SUITE 140, TAMPA, FLORIDA 33609 has named SCOTT F. NELSON, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



(Registered Agent)

99 APR 26 AM 10: 01
RECEIVED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED