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

FLORIDA PROFIT CORPORATION OR P.A.

FASHION EXPRESS USA, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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FILED
99 MAY 12 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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OF

99 MAY 12 AM 11:32

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation. TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: Fashion Express USA, Inc.

The principle place of business of this corporation shall be: 2451 NW 5th Avenue
Miami, FL 33127

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or lawfull activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:.....(500)
Shares of common stock; having par value of:.....(\$ 1.00) each.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

| <u>NAME (S)</u> | <u>TITLE(S)</u> | <u>ADDRESS (ES)</u> |
|-----------------|-------------------------|----------------------------------|
| Jin Koo Lee | President/ Secretary | 6904 SW 88th St. Miami, FL 33156 |

Sandy H. Cho, CPA
2750 NW 3rd AVE #9
Miami, FL 33127
(305) 576-4434

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ARTICLES VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is (are):

NAME (S)

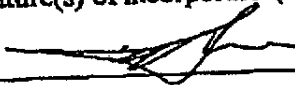
Jin Koo Lee

ADDRESS (ES)

6904 SW 88th Street
Miami, FL 33156

IN WITNESS WHEREOF, the undersigned incorporator(s) has have executed these Articles of Incorporation this 4th day of May, 19 99.

Signature(s) of incorporator(s)



STATE OF FLORIDA
COUNTY OF _____

Date _____

THE FOREGOING instrument was acknowledged and sworn to before me this 4th day of May, 19 99, by Jin Koo Lee
(Name of incorporator)

of Fashion Express USA, Inc.
(Name of Corporation)



(SEAL)



Notary Public

My Commission Expires: May 7, 1999

personally known

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.325, 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: Fashion Express USA, Inc.

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

Jin Koo Lee

2451 NW 5th Avenue

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33127

(CITY/STATE/ZIP)

SIGNATURE [Signature]
(Corporate Officer)

TITLE President

DATE May 4, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF THE STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE [Signature]
(Registered Agent)

DATE May 4, 1997

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