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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002899035--1
-06/09/99--01032--003
*****70.00 *****70.00

Subject: Gail's Closet, INC.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and my check for \$70.

From: Gail Packman
4289 N.W. 63rd Place
Boca Raton, FL 33496

FILED
99 JUN -9 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Gail's Closet, INC.

FILED
99 JUN -9 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be Gail's Closet, INC.

ARTICLE II PRINCIPAL OFFICE

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

C/O Gail Packman
4289 N.W. 63rd Place.
Boca Raton, FL 33496

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLES IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Gail Packman
4289 N.W. 63rd Place.
Boca Raton, FL 33496

ARTICLE V INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

Gail Packman
4289 N.W. 63rd Place
Boca Raton, FL 33496

ARTICLE VI TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VII PURPOSE OF CORPORATION

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

The undersigned incorporator have executed these Articles of Incorporation this Eleventh day of May, 1999.


Gail Packman

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
99 JUN -9 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision 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 Gail's Closet, Inc.
2. The name and address of the registered agent and office is:

Gail Packman
4289 N.W. 63rd Place
Boca Raton, FL 33496

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 PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Gail Packman

DATE

June 5, 1999