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980 NORTH FEDERAL HIGHWAY, # 206
BOCA RATON, FLORIDA 33432
(561) 393-5656
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June 14, 1999

REPLY TO: MIAMI

SECRETARY OF STATE
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: South Beach Couture, Inc.

300002905493--6
-06/15/99-01072-014
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed you will find the following:


1. An original and a copy of the Articles of Incorporation for the above-referenced corporation;
2. A check in the amount of \$78.75, representing filing fees for the Articles of Incorporation and a certified copy of the Articles and
3. A self-addressed return Federal Express package.

Please return the Articles of Incorporation and a certified copy of the Articles in the enclosed Federal Express package.

Thank you for your assistance in this matter.

Sincerely,

SHERMAN AND FISCHMAN, P.A.


NEIL S. SCHUSTER, ESQ.

NSS/tle

Enclosure

S:\Clients\BEN-AYON\SBCouture\SecState-6-14-99.wpd

FILED
99 JUN 15 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ajc
6/16

**ARTICLES OF INCORPORATION
OF
SOUTH BEACH COUTURE, INC.**

FILED
99 JUN 15 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby subscribe to these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, Chapter 607 and subject to the following provisions:

ARTICLE I - NAME

The name of the Corporation shall be SOUTH BEACH COUTURE, INC.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock which the Corporation shall have outstanding at any time shall be one-thousand (1000) shares of common stock, having a \$0.01 par value per share.

ARTICLE IV - CORPORATE OFFICE

The principal office of the Corporation shall be located at 1201 Washington Avenue, Miami Beach, Florida 33139.

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE V - DIRECTORS AND OFFICERS

This Corporation shall have one (1) director(s) initially. The number of directors may be

increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The names and addresses of the members of the First Board of Directors and officers who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

NAME

ADDRESS

Meir Ben-Ayon

1201 Washington Avenue
Miami Beach, Florida 33139

OFFICERS

NAME

ADDRESS

Meir Ben-Ayon
President

1201 Washington Avenue
Miami Beach, Florida 33139

ARTICLE VI - INCORPORATOR-SUBSCRIBERS

The names and addresses of each of the incorporators and subscribers to these Articles of Incorporation are as follows:

NAME

ADDRESS

Meir Ben-Ayon

1201 Washington Avenue
Miami Beach, Florida 33139

ARTICLE VII - REGISTERED AGENT

The Registered Agent for the service of process in the State of Florida, and its registered

office shall be:

Meir Ben-Ayon
1201 Washington Avenue
Miami Beach, Florida 33139

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99 JUN 15 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - TERM OF EXISTENCE

The existence of this Corporation shall be perpetual, commencing upon filing of these Articles with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and affixed their seals on this 14 day of JUNE, 1999.


/s/ MEIR BEN-AYON

ACKNOWLEDGMENT BY REGISTERED AGENT

The undersigned, having been named in the foregoing Articles of Incorporation of SOUTH BEACH COUTURE, INC., to accept service of process, hereby accepts such designation.


/s/ MEIR BEN-AYON