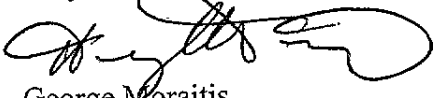


P99000060104

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

Please find enclosed our check in the amount of \$122.50 to cover Incorporation and franchise fees for Linda & Michelle's Retail Store, Inc.

Very truly yours,



George Moraitis
Registered agent for
Linda & Michelle's Retail Store, Inc.

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-06/30/99--01081--005
****122.50 *****78.75

FILED
99 JUN 30 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ajc 7/2

CERTIFICATE OF INCORPORATION

FOR

LINDA & MICHELLE'S RETAIL STORE, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the statutes of the said State of Florida.

Article I

The name of the corporation shall be Linda & Michelle's Retail Store, Inc. and located at 5347 N. 441 (SR7) Tamarac Fl. 33319.

Article II

The corporation shall have perpetual existence.

Article III

The general nature of business to be transacted by the corporation shall be ... but not limited to ... the sale of clothing & accessories.

Article IV

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time, shall be 1000 shares @ \$1.00 par value.

Article V

The initial registered office of the Corporation shall be:

16919 NW 57th Ave

Miami, FL 33055

and the initial registered agent of the corporation shall be George Moraitis..

Article VI

Pursuant to the authority of F.S. 607.111, the Corporation shall be managed by the stockholders, rather than a Board of Directors.

FILED
99 JUN 30 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VII

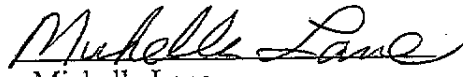
The name of and street addresses of each incorporator to these Articles of Incorporation, are as follows:

Linda Miller
2003 N. 43 Ave
Hollywood, Fl 33021

Michelle Lane
17911 NW 32 Ave
Carol City, Fl 33056

In witness whereof, we have here unto set our hands and our seal this 24 th day of June
A.D. 1999.


Linda Miller



Michelle Lane

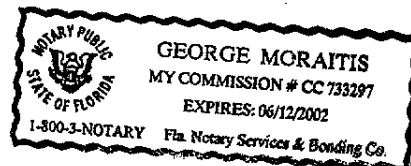
State of Florida:

County of Dade:

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgment, personally appeared: Linda Miller and Michelle Lane to me well known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me, according to law, that he subscribed to those Articles of Incorporation.

Witness my hand and official seal, the county and state aforesaid, this 24 th day of June
, A.D. 1999.


George Moraitis
Notary Public Florida at large



Designation of Registered office and registered agent.

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First, Linda & Michelle's Retail Store, Inc.

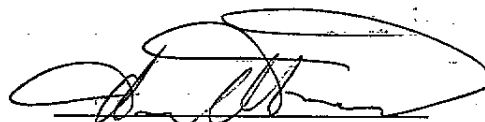
desiring to organize under the laws of the State of Florida, with its Registered office, as indicated in the Articles of Incorporation, has named George Moraitis located at 16919 NW 57th Ave, Miami, Fl 33055 as its agent to accept service of process within said state.

This 24 th day of June , A.D. 1999.


Michelle Lane

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 all Statutes relative to the proper and complete performance of my duties.

This 24 th day of June , A.D. 1999


George Moraitis

Registered agent of Linda &
Michelle's Retail Store, Inc.

FILED
99 JUN 30 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA