

TRANSMITTAL LETTER

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

300002938293-1  
-07/22/99-01028-016  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: NEW CENTURY FASHIONS, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: NOREEN EVERY-CLAYTON PALERMO  
Name (Printed or typed)

19555 E. Country Club Drive # 205  
Address

Aventura, FL 33180  
City, State & Zip

(305) 466-0632 - (305) 443-2741  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUL 22 AM 9:55

FILED

NOTE: Please provide the original and one copy of the articles.

Handwritten signature/initials

**ARTICLES OF INCORPORATION**  
**OF**  
**NEW CENTURY FASHIONS, INC.**

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 this corporation shall be:

**NEW CENTURY FASHIONS, INC.**

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business of this corporation shall be:

19555 E. Country Club Drive # 205  
Aventura, FL 33180

And the mailing address of the corporation shall be:

19555 E. Country Club Drive # 205  
Aventura, FL 33180

**ARTICLE III. PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted under the laws of the United States and the State of Florida.

**ARTICLE IV. DURATION**

This corporation shall have perpetual existence.

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**ARTICLE V. SHARES**

This corporation is authorized to issue is 10,000 shares of no par value common stock, which shall be designated "Common Shares".

**ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the initial registered agent of this corporation is:

**Donald Every-Clayton**  
19555 E. Country Club Drive # 205  
Aventura, FL 33180  
Broward County

**ARTICLE VII. INITIAL OFFICERS AND DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

**Noreen Every-Clayton Palermo**  
19555 E. Country Club Drive # 205  
Aventura, FL 33180

**President /Director**

**Paolo Palermo**  
19555 E. Country Club Drive # 205  
Aventura, FL 33180

**Vice-President/Treasurer /Director**

**Donald Every-Clayton**  
20355 N.E. 34th. Court Apt. 2722  
Aventura, FL 33180

**Secretary/Director**

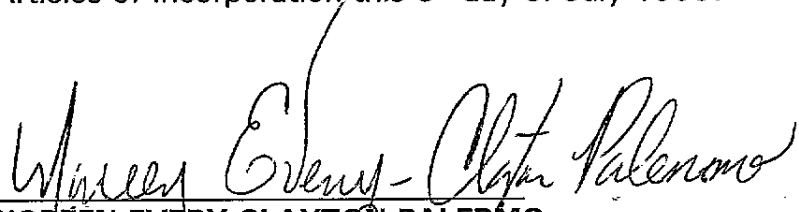
After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VIII. AMENDMENT**

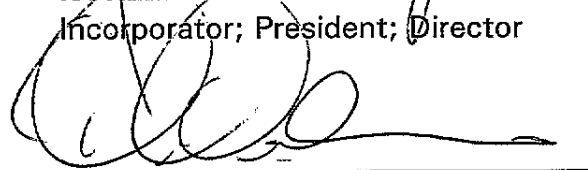
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

**ARTICLE IX. INCORPORATORS**

IN WITNESS WHEREOF, the undersigned officers and directors have executed these Articles of Incorporation this 8<sup>th</sup> day of July 1999.

  
**NOREEN EVERY-CLAYTON PALERMO**  
Incorporator; President; Director

July 10, 1999  
Date

  
**PAOLO PALERMO**  
Incorporator; Vice-President; Treasurer; Director

JULY 10, 99  
Date

  
**DONALD EVERY-CLAYTON**  
Incorporator; Secretary; Director

10 July 99  
Date

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
**DONALD EVERY-CLAYTON**  
Registered Agent

10 July 99  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA