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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Uptown Fashions Inc.

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Trademark
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Ordered By: _____

Date: _____

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ARTICLES OF INCORPORATION
UPTOWN FASHIONS, INC.

The undersigned, acting as incorporators, hereby adopts these Articles of Incorporation and forms a corporation (the "Corporation") under the laws of the state of Florida, as follows:

ARTICLE I

Name

The name of the corporation is: UPTOWN FASHIONS, INC.
The principal address of the corporation shall be:
8184 River Country Dr., Spring Hill, Fl. 34607

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the office of the Secretary of State of the state of Florida, and the corporation shall have perpetual existence thereafter.

ARTICLE III

Nature of Business

The corporation is organized for the following purposes:

(a) To engage in the business of acquiring, buying, obtaining, purchasing, selling, offering to buy, offering for sale, financing the purchase or sale, developing, improving, and otherwise dealing with real estate; and retail clothing sales.

(b) To engage or transact in any or all lawful activities under the laws of the United States, the state of Florida or any other state, country, territory or nation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV

Powers

The corporation shall have power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the state of Florida;

(k) To elect or appoint officers and agents for the corporation and define their duties and fix their compensation;

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the state of Florida, for the administration and regulation of the affairs of the corporation;

(m) To make donations for the public welfare or for charitable, scientific or educational purposes;

(n) To transact any lawful business which the board of directors of the corporation shall find will be in aid of government policy;

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(p) To be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; and

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

The corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is: 8184 River Country Dr., Spring Hill, Fl. 34607 and the name of its initial registered agent at such address is Marilyn Haynes

ARTICLE VII

Directors

The corporation shall have one (1) director initially. The number of directors may be increased from time to time by the bylaws of the corporation. The name and address of the initial directors of the corporation, who shall serve until a successor and/or successors is/are duly elected and qualified, are:

Marilyn Haynes

ARTICLE VIII

Incorporator

The name and address of the incorporators signing these articles of incorporation are:

Marilyn Haynes

8184 River Country Dr.
Spring Hill, Fl. 34607

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders of the corporation and only by the affirmative vote of the shareholders owning no less than seventy (70%) percent of the corporation's outstanding capital stock.

ARTICLE X

Indemnification

The corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

ARTICLE XI

Preemptive Rights

Each shareholder of the corporation shall have the first right to purchase shares (and any securities convertible into such

shares) of any class, kind or series of the corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at that time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the corporation within thirty (30) days of receipt of written notice from the corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the corporation's issuance of shares.

ARTICLE XII

Voting

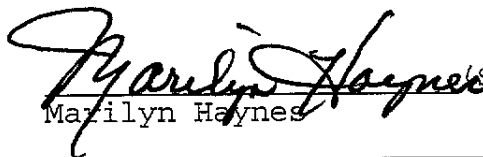
All actions, adoption, alterations, amendments, approvals, decisions and ramifications involving any aspect of the corporation's business and affairs required to be made or accomplished by the shareholder shall be valid and effective only if authorized by the affirmative vote of shareholders owning no less than seventy (70%) percent of the corporation's outstanding capital stock.

ARTICLE XIII

Amendments

These articles of incorporation may be amended only by the affirmative vote of the shareholders owning no less than seventy (70%) percent of the corporation's outstanding capital stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles this 26 day of August, 1999.

 (SEAL)
Marilyn Haynes (SEAL)

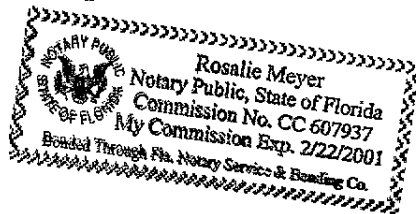
STATE OF FLORIDA

COUNTY OF PASCO

26 The foregoing instrument was acknowledged before me this day of August, 1999, Marilyn Haynes, to me known to be the person described in the aforesaid document.

My Commission Expires:

Rosalie Meyer
Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: August 26, 1999

Marilyn Haynes
Marilyn Haynes