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From:

Account Name : MICHAEL J. FREEMAN, P.A.
Account Number : 072720000142
Phone : (305) 442-1567
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FLORIDA PROFIT CORPORATION OR P.A.

UPTOWN GYPSY, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

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MICHAEL J. FREEMAN, P.A. Sep. 24. 1999 4:50PM

ARTICLES OF INCORPORATION
OF
UPTOWN GYPSY, INC.

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ARTICLE I

The name of this corporation is Uptown Gypsy, Inc.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general nature of the business to be transacted by this corporation is the manufacturing and distribution of women's clothing and all other activities permitted under the laws of the United States and the State of Florida. This corporation shall have the powers as enumerated in Section §607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

ARTICLE IV

The principal place of business for this corporation is 153 Sevilla Avenue, Coral Gables, Florida 33134.

ARTICLE V

The mailing address of this corporation is 153 Sevilla Avenue, Coral Gables, Florida 33134.

This document prepared by:
Michael J. Freeman, Esq.
153 Sevilla Avenue
Coral Gables, FL 33134
Florida Bar No: 155834
Tel: (305) 442-1567

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ARTICLE VI

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock that shall be designated as "Common Shares".

ARTICLE VII

Every shareholder, upon the sale for cash or any new stock of this corporation, shall have the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

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

M.J.F. REGISTERED AGENT CORP.
153 Sevilla Avenue
Coral Gables, Florida 33134

ARTICLE IX

The name and post office address of the director of this corporation is:

Sandra E. Vazquez
153 Sevilla Avenue
Coral Gables, Florida 33134

ARTICLE X

The corporation shall have one (1) director initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by her in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

ARTICLE XI

The name and address of the person signing these Articles is as follows:

Sandra E. Vazquez
153 Sevilla Avenue
Coral Gables, Florida 33134

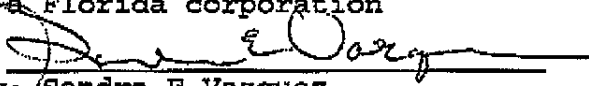
ARTICLE XII

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the directors,

properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and seal at Coral Gables, Miami-Dade County, Florida, this 24th day of September 1999.

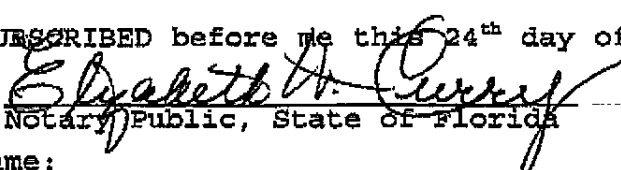
UPTOWN GYPSY, INC.
a Florida corporation


By: Sandra E. Vazquez
Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

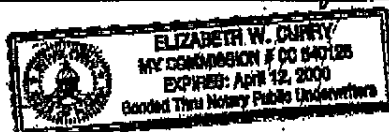
BEFORE ME personally appeared SANDRA E. VAZQUEZ with knowledge that she is the incorporator in the foregoing Articles of Incorporation and that she acknowledged before me that she executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 24th day of September 1999.


Notary Public, State of Florida

Print Name: _____

My Commission Expires: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION §48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT UPTOWN GYPSY, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF CORAL GABLES, STATE OF FLORIDA, HAS NAMED M.J.F. REGISTERED AGENT CORP., LOCATED AT 153 SEVILLA AVENUE, CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

UPTOWN GYPSY, INC.
a Florida corporation
By: *Sandra E. Vazquez*
Sandra E. Vazquez, Incorporator

Date: September 24, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

M.J.F. REGISTERED AGENT CORP.
By: *Michael J. Freeman*
MICHAEL J. FREEMAN, President

Date: September 24, 1999

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