

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305) 358-2571
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**BALLY-HI FASHIONS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	01
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11-18-99

499-29369

ARTICLES OF INCORPORATION
OF
BALLY-HI 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 the corporation shall be:

BALLY-HI FASHIONS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**4601 N.W. 12TH STREET
FORT LAUDERDALE, FLORIDA 33313**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 SHARES - PAR VALUE \$ 1.00 PER SHARE

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ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of this initial registered agent is:

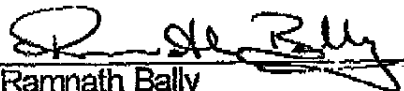
Ramnath Bally
4601 N. W. 12th Street
Fort Lauderdale, Florida 33313

ARTICLE V INCORPORATOR

The name and street address of the incorporator to this Articles of Incorporation is:

Ramnath Bally
4601 N. W. 12th Street
Fort Lauderdale, Florida 33313

The undersigned have executed these Articles of Incorporation this
12th day of November 1999.



Ramnath Bally
President/Secretary/Treasurer

ARTICLE VI OFFICERS AND DIRECTORS

The officers and directors of the corporation are:

Ramnath Bally
4601 N. W. 12th Street
Fort Lauderdale, Florida 33313


President/Secretary/Treasurer

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

BALLY-HI FASHIONS, INC.

2. The name and address of the registered agent and office is:

Ramnath Bally
4601 N. W. 12th Street
Fort Lauderdale, Florida 33313

Signature

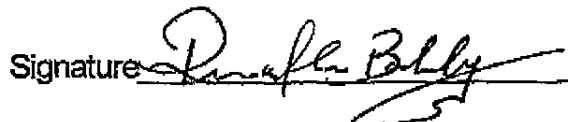

Ramnath Bally

Title President/Secretary/Treasurer

Date November 12, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

Signature



Date: November 12, 1999

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