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LOW OFFICE
Sheldon R. Rosenthal
SUITE 1040 CITY NATIONAL BANK BUILDING
25 WEST FLAGLER STREET
Miami, Florida 33130

FILED
NOV 18 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE 379-1452
"FAX" 358-8020
AREA CODE 305

November 15, 1999

Corporate Records Bureau
Division of Corporations
Dept. of State
P. O. Box 6327
Tallahassee, Fl. 32314

Re: Incorporation of: DAGA GROUP, INC., a Florida Corporation

Gentlemen,

In connection with the above captioned matter, I am enclosing fully executed original and copy of Articles of Incorporation, together with my check made payable to your order in the sum of \$122.50 representing the cost of filing these Articles.

After the Articles have been filed, please forward certified copy of same directly to my office, together with your Certificate acknowledging the filing of this document.

Thank you for your courtesy and cooperation.

Very Truly yours,


SHELDON R. ROSENTHAL

SRR/vh
Enc.
cc: Daga Group

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122.50 **78.75

PH 11/22/99 ✓

Articles of Incorporation
of

DAGA GROUP, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, do hereby associate myself together for the purpose of
forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE 1 - NAME

The name of the Corporation shall be:

DAGA GROUP, INC.
a Florida Corporation

ARTICLE 11 - NAME

A. To carry on and engage in the wholesale and retail purchase, sale,
distribution and manufacture of all types of ladies' apparel and accessories thereto and
to do all other acts which may be necessary or related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE 111 - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit:
FIFTY (50) Shares of Common Stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

6825 S. W. 62nd Terrace, Miami, Florida 33143

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be **EDWIN L. SCHEER**, and the Registered Office shall be located at: 6825 S. W. 62nd Terrace, Miami, Florida 33143, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Edwin L. Scheer	President and Secretary	6825 S. W. 62 nd Terrace Miami, Florida 33143
Miriam Scheer	Vice President and Treasurer	6825 S. W. 62 nd Terrace Miami, Florida 33143

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of at least one (1), but not more than three (3) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

NAME

ADDRESS

Edwin L. Scheer

6825 S. W. 62nd Terrace
Miami, Florida 33143

Miriam Scheer

6825 S. W. 62nd Terrace
Miami, Florida 33143

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

NAME

ADDRESS

NO. OF SHARES SUBSCRIBED

AMOUNT OF SHARES

Miriam Scheer

6825 S. W. 62nd Terrace
Miami, Florida 33143

25

\$250.00

Edwin L. Scheer

6825 S. W. 62nd Terrace
Miami, Florida 33143

25

\$250.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.


ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

5 day of November, 1999.

 (SEAL)

EDWIN I. SCHEEP

MIRIAM SCHEER (SEAL)

The foregoing instrument was acknowledged before me this 15 day of November, 1999, by EDWIN L. SCHEER and MIRIAM SCHEER, who are personally known to me or who have produced Driver License as identification and who did ~~(did not)~~ take an oath.

My Commission Expires _____



CERTIFICATE ACCEPTING DESIGNATION

AS REGISTERED AGENT

FILED
99 NOV 18 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of

DACA GROUP, INC., a Florida Corporation, and agree to serve as it Registered

Agent, to accept service of process within the State at its Registered Office located at:

6825 S. W. 62nd Terrace, Miami, Florida 33143



EDWIN L. SCHEER
REGISTERED AGENT