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November 17, 1999

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Division of Corporations
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Re: JOAN LERNER DESIGNS, INC.

Dear Sir/Madame:

We enclose on behalf of our client, Joan Lerner Designs, Inc., duplicate originals of the Articles of Incorporation of Joan Lerner Designs, Inc. Please file these articles as quickly as possible. Then, using one of our originals, please provide a certified copy and return it to our office via regular US mail. We also enclose our check made payable to Secretary of State in the amount of \$78.75 to cover the fees for this filing.

Should any problems arise in connection with this filing, please contact the undersigned immediately.

Thank you very much.

Very truly yours,



Lisa Folis
Corporate Paralegal

LAF/encl-375139

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ARTICLES OF INCORPORATION

OF

JOAN LERNER DESIGNS, INC.

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Joan Lerner Designs, Inc.

2. Principal Office and Mailing Address. The address of the principal office and the mailing address of the Corporation is:

1230 Sea Plume Way
Sarasota, Florida 34242

3. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a \$1.00 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

4. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

5. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

J. Hugh Middlebrooks
200 South Orange Avenue
Sarasota, Florida 34236

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TALLAHASSEE, FLORIDA

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By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

6. Incorporator. The name and address of the incorporator of the Corporation is:

J. Hugh Middlebrooks
200 South Orange Avenue
Sarasota, Florida 34236

7. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 16th day of November, 1999.



J. Hugh Middlebrooks
Incorporator and Registered Agent

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