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December 6, 1999

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/10/99--01062--008
*******78.75 *****78.75**

SUBJECT: MURIEL'S CUSTOMIZED BOUTIQUE, INC.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

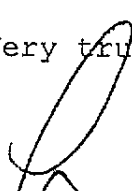
Please provide a certificate of status and a certified copy of these articles.

A check for \$78.75 is enclosed. This represents payment for:

Certified copy of Articles of Incorporation

Thank you for your courtesy and cooperation in this matter. If you have any questions, please feel free to contact our offices.

Very truly yours,


Lewis S. Kimler

/b

Enclosures (as noted)

99 DEC 10 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

F. 01-12-0000 DEC 1 4 1999

ARTICLES OF INCORPORATION
OF
MURIEL'S CUSTOMIZED BOUTIQUE, INC.

ARTICLE I
CORPORATE NAME

The name of this corporation is Muriel's Customized Boutique, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 3161 West Oakland Park Boulevard, Fort Lauderdale, Florida 33311-1229.

ARTICLE III
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100.

ARTICLE IV
INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Muriel Harris, a/k/a Muriel Tita, 3161 West Oakland Park Boulevard, Fort Lauderdale, Florida 33311-1229.

ARTICLE V
INCORPORATORS

The name and street address of the incorporator to these articles of incorporation is:

Muriel Harris, a/k/a Muriel Tita
3161 West Oakland Park Boulevard
Fort Lauderdale, Florida 33311-1229

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
PURPOSE OF CORPORATION

This corporation is authorized to design, manufacture and sell customized hats and other items of wearing apparel and to do all other acts which would be authorized by Florida law.

The undersigned executed these articles of incorporation on November 17, 1999.

Muriel Harris
Muriel Harris, a/k/a Muriel Tita,
Incorporator

**Designation and Acceptance of Registered Agent
for a Florida Corporation**

Pursuant to the provisions of F.S. 607.0501, 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 MURIEL'S CUSTOMIZED BOUTIQUE, INC.

2. The name of the registered agent is Muriel Harris, a/k/a Muriel Tita.

3. The address of the registered agent/registered office is 3161 West Oakland Park Boulevard, Fort Lauderdale, Florida 33311-1229.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Muriel Harris

Muriel Harris, a/k/a Muriel Tita

Date: November 17, 1999.

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TALLAHASSEE, FLORIDA