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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Willy J. Ramirez

1799 NW 22nd St.

Miami, FL, 33142

City State Zip Phone

CORPORATION(S) NAME

3 B Used Clothing Inc.

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
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6-22-01
WJ

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

3 B USED CLOTHING, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

1799 NW 22ND ST.
MIAMI, FL. 33142

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

RETAIL & EXPORT OF USED CLOTHING & BAGS

ARTICLE IV SHARES

The number of shares of stock is:

100 SHARES

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es):

PRESIDENT----WILLY J. RAMIREZ
1799 NW 22ND ST., MIAMI, FL. 33142

VICE PRESIDENT---JESUS GOMBZ
1799 NW 22ND ST., MIAMI, FL. 33142

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

WILLY J. RAMIREZ
1799 NW 22ND ST.
MIAMI, FL. 33142

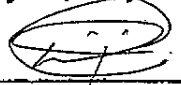
ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

WILLY J. RAMIREZ
1799 NW 22ND ST.
MIAMI, FL. 33142


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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent

6/21/01
Date



Signature/Incorporator

6/21/01
Date