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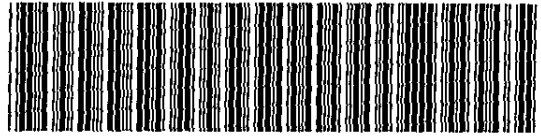
(Business Entity Name)

(Document Number)

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03-17-03
T.B.

TRANSMITTAL LETTER

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

SUBJECT: ARUSA INTERNATIONAL, Inc.
(Proposed corporate name – must include suffix)

Enclosed is an original and one (1) copy of each of the Certificate of Domestication and the Articles of Incorporation and a check for:

FEES:

Certificate of Domestication	\$ 50.00
Articles of Incorporation & Certified Copy	<u>\$ 78.75</u>
Total to domesticate and file	\$128.75

FROM: Vivian Volker, Esq.
Name (printed or typed)

100 N. Biscayne Blvd., 21st Fl.
Address

Miami, FL 33132-2304
City, State & Zip

(305) 377-3561
Daytime Telephone Number

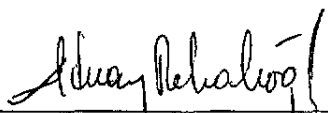
NOTE: Please provide the original and one copy of the articles.

CERTIFICATE OF DOMESTICATION

The undersigned, Adnan Tokalioglu, President, of Arusa International, Inc. a foreign Corporation, in accordance with F.S. 607.1801 does hereby certify:

1. The date on which the corporation was first formed was March 19, 1999.
2. The jurisdiction where the above named corporation was first formed, incorporated and came into being was the State of New York.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Arusa International, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to F.S. 607.0202 and 607.0401 with this certificate is Arusa International, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was the State of New York.
6. Attached are the Florida Articles of Incorporation to complete the domestication requirements pursuant to Section 607.1801.

I am the President of Arusa International, Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 10 day of February, 2003.



Adnan Tokalioglu, President

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**ARTICLES OF INCORPORATION
OF
ARUSA INTERNATIONAL, INC.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of domesticating a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I
*Name***

The name of this corporation shall be: **ARUSA INTERNATIONAL, INC.**

**ARTICLE II
*Business and Purpose***

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

The general business of this corporation shall include, but not be limited to, the purchase, sale, manufacture, distribution, transport, export and import of all types of textile product, goods and services, including bathrobes, at wholesale and retail, and as principal and agent, or otherwise.

**ARTICLE III
*Capital Stock***

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

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(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE IV ***Existence of Corporation***

This corporation was first formed in the State of New York on March 19, 1999 and shall continue to have a perpetual existence in accordance with the laws of the State of Florida.

ARTICLE V ***Registered Office and Registered Agent***

The initial registered office of this corporation shall be located at 100 North Biscayne Boulevard, Suite 2100, Miami, Florida 33132 and the initial registered agent of this corporation at such office shall be Vivian Volker, Esq. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI ***Board of Directors***

The Board of Directors of this corporation shall consist of not less than one (1) nor more than five (5) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII ***Initial Board of Directors***

The initial Board of Directors shall consist of one (1) member, such member to hold office until their successor or successors have been duly elected and qualify. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Adnan Tokalioglu	600 Brickell Avenue, Suite 202 Miami, Florida 33131

ARTICLE VIII

Incorporator

The name and street address of the incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Adnan Tokalioglu	600 Brickell Avenue, Suite 202 Miami, Florida 33131

ARTICLE IX

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

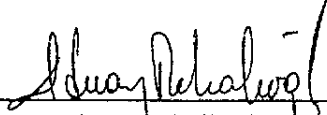
Affiliated Transactions

In accordance with the provisions of Florida Statutes Section 607.0901 (5)(a) the provisions of the Florida Business Corporation Act of the State of Florida currently codified as Section 607.0901 of the Florida Statutes, as the same may be amended from time to time, shall be inapplicable to this corporation.

ARTICLE XI
Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.



Adnan Tokalioglu, Incorporator

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Vivian Volker, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 6 day of February, 2003.

A handwritten signature in cursive script, appearing to read "Volker", is written above a horizontal line.

Vivian Volker