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December 28 1995

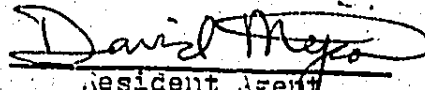
Secretary of State,
State of Florida,
The Capitol Building,
Tallahassee, Florida 32304.

Gentlemen:

Enclosed are two copies of Certificate of -----
Incorporation of MARIEN FASHION CORPORATION
Along with a check for One hundred twenty two dls 50/100
\$ 122.50 to cover registration fees.

500001676215
-01/03/96--01012--014
****122.50 ****122.50

Very truly yours



Resident Agent

David Mejias

BMC
1-8-96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MARIEN FASHION CORPORATION

WE, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the laws of said state, providing for the information, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME, ADDRESS AND AGENT

The name of this corporation shall be:
MARIEN FASHION CORPORATION

(hereinafter referred to as the corporation.) Its Registered Office shall be located at 4109 East 10th Lane, Hialeah Florida in the County of Dade. Its Registered Agent shall be David Mejias, located at 4109 East 10th Lane, Hialeah County of Dade,-- State of Florida.-

ARTICLE II

NATURE OF BUSINESS

D.M.

Section I. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. To carry on business in the United States or any foreign country or countries, to buy, sell, import, export, lease, sublease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of all types, both as principal and agent, in any part of the world.
- b. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association and/or corporation.-
- c. To exchange in the currency of foreign countries and the currency of the United States.

d. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purposes of the company, and to secure the same by mortgage pledge, deed or trust, or otherwise.

e. To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.

f. To do all of such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedients for the protection or benefit of the corporation.

g. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made a part thereof by reference.

h. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations of this character.

i. _____

ARTICLE III

CAPITAL STOCK

The capital stock of the corporation shall consist of:

a One hundred (100) shares of no par value. - For incorporation purposes, each share will have a nominal value set at One dollar (\$ 1.00) per share as consideration.

b. Said charter of common stock to have no par value. All-----
shares to be issued fully paid and non-assessable. The capital
stock of this Corporation may be paid in lawful money of the----
United States or in property, labor or services at a fair and---
just valuation to be fixed by the stockholders or by the Board
of Directors. Said determination of just value fixed by the-----
Board of Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in
the control of the management of the corporation.

d. The holders of these shares of common stock are to have
preemptive rights in the purchase of subsequent issues of stock.

e. In the event any shareholder be unable to attend a -----
shareholders meeting, the shareholder may vote his share or-----
shares by proxy, one share representing one vote.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which the corporation shall begin
business shall be not less than One thousand -----
----- (\$ 1,000.00).

ARTICLE V

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

The board of Directors shall consist of not less than 2
two (2) persons.

ARTICLE VII

INITIAL DIRECTORS AND OFFICERS

The name and the addresses of the first Board of Directors--
who subject to the provisions of these Articles of Incorporation,
the By-Laws and the Act of the Legislature approved June 1, 1925,
and the acts amendatory thereto, shall hold office for the first
year of the corporation's existence, or until their successors -

D.M.

are elected and shall have qualified, are the following:

<u>Title:</u>	<u>Name:</u>	<u>Address:</u>
<u>President</u>	<u>David Mejias, 4109 East</u>	<u>10th Lane, Hia., Florida</u>
<u>Sec-Treas.</u>	<u>Irene Nunez, 4109 East</u>	<u>10th Lane, Hia., Florida</u>
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ARTICLE VIII

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take are as follows:

<u>Name & Title</u>	<u>Address</u>	<u>Shares</u>
<u>David Mejias-Pdte.</u>	<u>4109 East 10th Lane, Hia., Fl</u>	<u>50 shares</u>
<u>Irene Nunez-Sec-T</u>	<u>4109 East 10th Lane, Hia. Fl</u>	<u>50 shares</u>
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ARTICLE IX

BY-LAWS

The regulation of the business and the conduct of the affairs of the corporation and the provision creating and limiting the powers of the corporation, the directors and the stockholders, or any class of stockholders of the corporation, shall be controlled by the By-Laws which shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which said By-Laws may from time to time and whenever necessary, be amended by the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned have made and signed these Articles of Incorporation at Hialeah, Dade County, Florida, for the use and purposes aforesaid.

Witnesses:


President

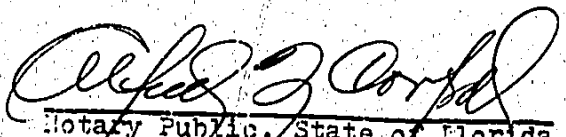
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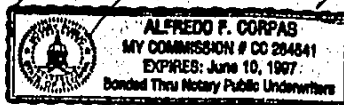
I HEREBY CERTIFY that on this 28 day of December
1995, before me personally appeared David Mejias
----- and Irene Nunez

President and Secretary-Treasurer respectively, to me well
known to be the persons described as subscribers in and
who executed the foregoing ARTICLES OF INCORPORATION and
acknowledged before me that they subscribed to those Articles
of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my official
seal and hand at Hialeah, Florida, Dade County, this 28
day of December A.D. 1995

My commission expires:


Notary Public, State of Florida



FILED

96 JAN - 2 PM 3: 14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.-

In pursuance of Chapter 40.091, Florida Statutes, the following is submitted, in compliance with said Act.

First: That MARIEN FASHION CORPORATION

desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the articles of association at 4109 East 10th Lane, Hialeah, County of Dade


State of Florida, has named David Mejias

located at 4109 East 10th Lane city of Hialeah

County of Dade State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT.- Must be signed by designated agent.

Having been named to accept service of process for the above stated Association, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Resident Agent
David Mejias.