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Diazcorp of Coral Way, Inc.

*Auditors & Accountants
3400 Coral Way, Suite 600
Miami, Florida 33145
446-8055*



FEBRUARY 15th, 1996

SECRETARY OF STATE
Division of Corporations
Corporate Records Bureau
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

*****1718538
-02/20/96--01016--011
*****122.50 *****122.50

Re: GISELLE'S, INC.

Sirs;

Please find enclosed Certificate of Incorporation for a Florida Corporation and the Registered Agent for filing, together with a check to cover in the sum of \$ 122.50 as follows:

Filing Fee	\$ 35.00
Registered Agent	35.00
Certified Copy of Articles	52.50
	<hr/>
	\$122.50

THANK YOU.

Cordially,

Amparo R. Diaz
-AMPARO R. DIAZ

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

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OF

GISELLE'S, INC.

WE, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

ARTICLE I

THE NAME of the Corporation shall be:

GISELLE'S, INC.

ARTICLE II

THE CORPORATION may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

THE MAXIMUM number of shares of stock which the Corporation shall have outstanding at any time, shall be **ONE HUNDRED (100)** shares of stock which shall be common stock of a par value of **FIFTY DOLLARS (\$ 50.00)** per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE IV

THIS CORPORATION shall begin business with a minimum capital in the amount of **FIVE THOUSAND DOLLARS (\$5000.00)**.

ARTICLE V

THIS CORPORATION shall have perpetual existence.

ARTICLE VI

THE PRINCIPAL office of the Corporation shall be located at:

**8050 S.W. 89th Court
Miami, Florida 33173**

OTHER OFFICES for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE VII

THE BUSINESS of the Corporation shall be managed by the Board of Directors, who need not be stockholders of the corporation. The number of the Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by- laws.

ARTICLE VIII

THE NAMES and mailing addresses of the members of the First Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

MIRIAM ARY

8050 S.W. 89th COURT, Miami, Florida 33173

OFFICERS

MIRIAM ARY

President/ Secretary/ Treasurer

ARTICLE IX

THE NAMES and mailing addresses of each of the subscribers to this Certificate of Incorporation are as follows:

MIRIAM ARY **8050 S.W. 89th COURT, Miami, Florida 33173**

ARTICLE X

THIS CORPORATION shall have full power to carry on and transact each or all of the business enumerated in Article II of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE XI

THIS CORPORATION shall have the power to issue the whole or any part, as determined by the Board of Directors, of the shares of the capital stock as partly said, subject to calls thereon until the whole thereof shall have been paid.

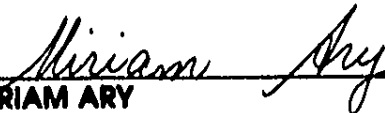
ARTICLE XII

UPON ELECTION of the Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law, whether said stock shall be fully or partially paid, unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE XIII

THIS CORPORATION shall designate **MIRIAM ARY** with offices located at **8050 S.W. 89th, Miami, Florida 33173** as its duly authorized Registered Agent to be in charge of the Corporate Registered Office as required by State Law.

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto set their hands and affixed their seals on this **9th** day of **February**, **1996**.


MIRIAM ARY

STATE OF FLORIDA }
COUNTY OF DADE }

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared:

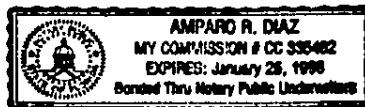
MIRIAM ARY

Who after first being duly sworn, executed the foregoing Certificate of Incorporation, freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, the **9th** day of **February**, **1996**.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted, in
compliance with said Act:

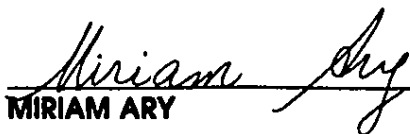
That **GISELLE'S, INC.** desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of Incorporation, in the City
of **MIAMI**, County of **DADE**, State of Florida has named:

MIRIAM ARY **8050 S.W. 89th COURT, Miami, Florida 33173**

as its Agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated
Corporation, 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.


MIRIAM ARY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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