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August 30, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600001937876
-09/04/96--01038--019
*****122.50 *****122.50

Re: ANGARA, INC.

Gentlemen:

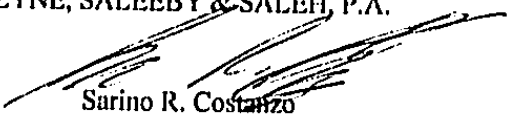
Enclosed please find original and two copies of the Articles of Incorporation for the above-referenced corporation. Please file same and return a stamped copy to our offices.

Also enclosed is our check in the amount of \$122.50 for the cost of the filing fees.

Thank you.

Very truly yours,

ZYNE, SALEEBY & SALEH, P.A.


Sarino R. Costanzo

SRC:bg
Encs: As stated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ANGARA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is: **ANGARA, INC.**

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

- A. To manufacture, buy, sell, export, import, and deal at wholesale in dresses, skirts, blouses, separates, weskits, shorts, pedal pushers, slacks, bathing suits, beach coats, jackets, coats, suits, and other sportswear and children's apparel of every nature and description, and in dress accessories and novelties of every nature and description, and in any other articles which may be conveniently or advantageously handled in conjunction with the foregoing business.
- B. To conduct in all its branches the business of designing, manufacturing, buying, selling, importing, exporting, displaying, distributing, renting, repairing, and otherwise dealing in and with as wholesaler, distributor, principal, agent, factor, broker, commission merchant, or in any other lawful capacity, toys, games, novelties, costumes, leather goods, ornaments, books, and any articles or objects necessary, useful, or convenient in the toy, games, and novelty trade generally, and to do everything necessary, convenient, or useful in furtherance thereof.
- C. To buy, sell, and deal in, at wholesale, and to export and import children's watches, watch movements, watch cases, wrist watches, clocks, alarm clocks, floor clocks, and time keeping devices of every kind, make, and description.
- D. To manufacture, buy, sell, import, export, and otherwise deal in children's furnishings of wood, metal, or synthetic material, for general use to manufacture, buy, sell, or otherwise deal in component parts and materials of every nature and description for use in such furniture; and to develop, construct, and patent or otherwise protect, new designs in children's furnishings.

E. To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue Fifty (50) shares of common stock without nominal or par value.

ARTICLE IV - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office of this corporation is 13649 W. Dixie Highway, City of North Miami, County of Dade, State of Florida, and the name of the initial registered agent of this corporation at this address is: MARIA VASSILIEVA.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
MARIA VASSILIEVA	13649 W. Dixie Highway North Miami, Florida 33261
ANGELINA SEMENTCHUK	13649 W. Dixie Highway North Miami, Florida 33261

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

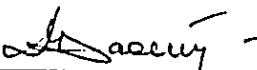
NAME

ADDRESS

MARIA VASSILIEVA

13649 W. Dixie Highway
North Miami, Florida 33261

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation of ANGARA, INC., this 29th day of August, 1996.

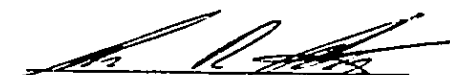


MARIA VASSILIEVA

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

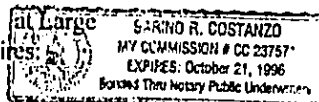
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and
County above set forth, personally appeared MARIA VASSILIEVA, known to me and known by
me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged
before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the
State and County aforesaid, this 29th day of August, 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 WHICH PROCESS
MAY BE SERVED**

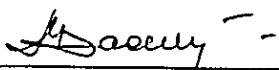
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First. That ANGARA, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of North Miami, County of Dade, and State of Florida, has named MARIA VASSILIEVA., whose address is 13649 W. Dixie Highway, City of North Miami, County of Dade, State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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



MARIA VASSILIEVA