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5/16/97

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: G & P FACTORY OUTLET CORP.

AUDIT NUMBER..... H97000008097

DOC TYPE...... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES 4

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ARTICLES OF INCORPORATION

OF
G & P FACTORY OUTLET CORP.

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SELLIANSSEE FLORIDA E

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

G & P FACTORY OUTLET CORP.

The principal place of business of this corporation shall be: 672 North Miami Ave., Miami FL 33132

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any of all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is 500 @ \$1.00 authorized to have outstanding at any one time is: FIVE HUNDRED @ \$1.00 (ONE DOLLAR)

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

JOSE NAE 3899 NW 7TH ST. SUITE 203 MIAMI, FL 33126 (305) 541-3080 H97000008097

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

JACOB PANIRY, PRESIDENT MALKA PANIRY, SECRETARY

672 N. Miami Ave., Miami FL 33132 672 N. Miami Ave., Miami Fl 33132

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

JACOB PANIRY MALKA PANIRY 672 N. Miami Ave., Miami F1 33132 672 N. Miami Ave., Miami F1 33132

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 8 day of May 1997.

Signature(s) of Incorporator(s)

JOSE NAE JEPP NW 7TH ST. SUITE 203 MIAMI. FL 33125 (105) 541-3980 02/60'd

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<u>CERTIFICATE DESIGNATING</u> REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of Section 607.325 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: G & P FACTORY OUTLET TORP.
2. The name and address of the registered agent and office is:
JACOB PANIRY
672 N. Miami Ave.,
(P.O. BOX NOT ACCEPTABLE)
Miami Pl 33132
(CITY/STATE/ZIP)
SIGNATURE (Corporate Officer)
(Corporate Officer)
TITLE President
DATE Nay 8, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

(---**B**-----

IOSE NAE 3899 NW 7TH ST. SUITE 203 MIAMI, FL 33126 (305) 541-3980 02/01'd

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