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JORGE H. TALAMAS

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FROM: BUSINESS WORLD TRANSACTIONS, INC.
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ACCT#:

CONTACT: GEORGE G PICARDIE
PHONE: (305) 867-8448
(305) 867-8200

FAX #:

NAME: GENANIES FINE CLOTHES, INC.

AUDIT NUMBER.....H97000018412

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

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION

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

**ARTICLE I
NAME**

The name of the corporation shall be: GENANIES FINE CLOTHES, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

6883 S.W. 40 ST. #199
MIAMI, FL. 33155

**ARTICLE III
SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "COMMON SHARES."

**ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

CARLOS R. ALVAREZ
6883 S.W. 40 ST. #199
MIAMI, FL. 33155

Prepared By: CARLOS R. ALVAREZ
6883 S.W. 40 ST. #199
MIAMI, FL. 33155
305 567 9201

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TALLAHASSEE, FLORIDA

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**ARTICLE V
INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

CARLOS R. ALVAREZ
6883 S.W. 40 ST. #199
MIAMI, FL. 33155

DIRECTOR & PRESIDENT

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

5 day of 11, 1997



Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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.

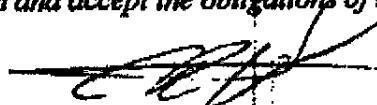
1. The name of the corporation is: GENANIES FINE CLOTHES, INC.

2. The name and address of the registered agent and office is:

CARLOS R. ALVAREZ
6883 S.W. 40 ST. #199
MIAMI, FL. 33155

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(SIGNATURE)

11-5-97

(DATE)

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