

ALAYON & ASSOCIATES, P. A.

ATTORNEYS AND COUNSELORS AT LAW
A PROFESSIONAL ASSOCIATION

RICHARD ALAN ALAYON (N.Y., FL. FED. & T.C.)
IVETTE HALPHEN LEON (FL. & FED)
SEAN A. MOUGHAN
ROSIE LOY-PEREZ (FL)

REPLY TO: X

2450 S.W. 137TH AVENUE
SUITE 226
MIAMI, FLORIDA 33175
TEL: (305) 221-2110
FAX: (305) 221-5321

OF COUNSEL:
LEONARD LEVI GARDNER (FL & FED)
MARY E. PENA (FL & FED)

10723 S.W. 104th Street
MIAMI, FLORIDA 33176

P000000019172
February 22, 2000

Via Federal Express

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

500003145055--9
-02/23/00--01092--001
*****308.00 *****78.75

Re: MILANO INVESTMENTS, LTD., MILANO INVESTMENTS, INC., and DAMIANI OUTLET, INC.

Dear Gretchen:

Enclosed please find the Certificate of Limited Partnership of Milano Investments, Ltd., the Articles of Incorporation of Milano Investments, Inc. and the Articles of Incorporation of Damiani Outlet, Inc., along with our client's check in the amount of \$308.00 to cover the cost of filing each entity.

Please process these documents as soon as possible and send us confirmation via fax (305) 221-5321 once the entities have been filed.

Should you have any questions regarding the foregoing, please do not hesitate to contact our offices.

Very truly yours,


Ivette Halphen Leon, Esq.

:IHL

FILED
DO FEB 23 PM 2:28
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

P00-19172
70.00-FF
8.75-CC
2/23

ARTICLES OF INCORPORATION
OF
MILANO INVESTMENTS, INC.

The undersigned Incorporators sign the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of the corporation shall be:

MILANO INVESTMENTS, INC.

ARTICLE II
TERM OF EXISTENCE

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III
NATURE OF BUSINESS AND POWERS

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One (\$.01) Cent per share.

Document Prepared By:
Ivette Halphen Leon, Esq.
Florida Bar No.: 981834
Alayon & Associates, P.A.
2450 S.W. 137th Avenue, Suite 226
Miami, Florida 33175
(305) 221-2110

FILED
08 FEB 23 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial registered agent and street address of the initial registered office of the corporation shall be:

A&P REGISTERED AGENT, INC.
2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

ARTICLE VI
MAILING AND PRINCIPAL ADDRESS OF THE CORPORATION

The mailing address of the Corporation is:

2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

The principal office of the Corporation as of the date of execution of these Articles, and is:

8801 S.W. 132nd Street
Miami, Florida 33176

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have 2 director(s) initially. The name and address of the initial director(s) of the corporation, who shall hold office until their successor is elected and qualified or until his earlier resignation or removal from office is:

EVELIO ESTRELLA
8801 S.W. 132ND STREET
MIAMI, FLORIDA 33176

CARMELO CAMERA
8801 S.W. 132ND STREET
MIAMI, FLORIDA 33176

FILED
00 FEB 23 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall never be less than one.

ARTICLE VIII
INCORPORATOR

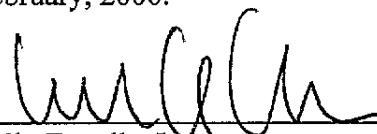
The name and address of the incorporator of the corporation is:

EVELIO ESTRELLA
8801 S.W. 132ND STREET
MIAMI, FLORIDA 33176

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporators, have executed the foregoing Articles of Incorporation this 19th day of February, 2000.



Evelio Estrella, Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

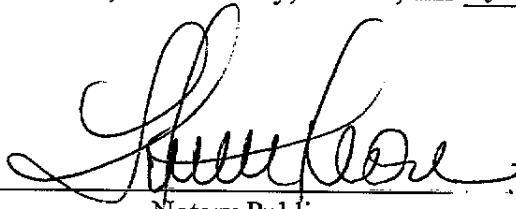
00 FEB 23 PM 2:28

FILED

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared EVELIO ESTRELLA, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 19th day of February, 2000.



Notary Public
State of Florida at Large

My Commission Expires:

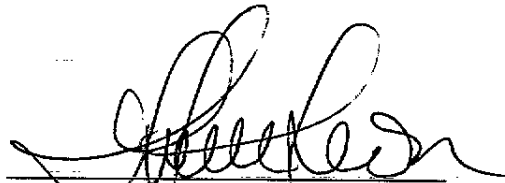


Ivette Halphen Leon
My Commission CC578258
Expires Aug. 18, 2000

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of MILANO INVESTMENTS, INC. the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 19th day of February, 2000.



Ivette Halphen Leon, Esq., President
A&P Registered Agent, Inc.

FILED
00 FEB 23 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA