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LAW OFFICES
MARTIN ENGELS, P.A.

Telephone: (305) 373-2700
Fax: (305) 577-3558

Suite 2150
NATIONSBANK TOWER AT
INTERNATIONAL PLACE
100 SOUTHEAST 2ND STREET
MIAMI, FL 33131

March 28, 2000

Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: **Capricorn International, Inc.**

000003191890--7
-03/31/00--01067--002
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also, enclosed is our check in the amount of \$78.75 representing the following:

Filing Fee	\$ 35.00
Resident Agent's Designation	35.00
Certified Copy	8.75
TOTAL	\$78.75

Please return the certified copy of the Articles to the undersigned. Thank you for your cooperation.

Very truly yours,

Martin Engels

FILED
2000 MAR 31 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: MY CLIENTS ARE ALSO THE OWNERS OF CARPICORN SHOES CORP. AND OTHER CAPRICORN ENTITIES IN YOUR RECORDS AND THEY CONSENT TO THE FORMATION OF THE ABOVE CORPORATION.

cc: Adolfo Perea
21841_1.PSC

OK 4/4

FILED

2000 MAR 31 PM 4: 35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CAPRICORN INTERNATIONAL, INC.**

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

CAPRICORN INTERNATIONAL, INC.

ARTICLE II

This corporation shall commence its perpetual existence on the date of filing of these articles of incorporation with the office of the Secretary of State.

ARTICLE III

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent, as well as the mailing address of the corporation, are as follows:

MARTIN ENGELS
100 S.E. 2ND STREET, STE.2150
MIAMI, FLORIDA 33131

ARTICLE VI

The name and address of the first director of this corporation is:

MARTIN ENGELS
100 S.E. 2ND STREET, STE 2150
MIAMI, FLORIDA 33131

ARTICLE VII

The name and address of the Incorporator is:

MARTIN ENGELS
100 S.E. 2ND STREET, STE.2150
MIAMI, FLORIDA 33131

ARTICLE VIII

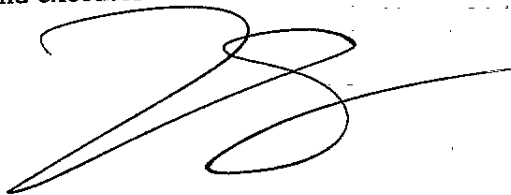
By duly adopted action by the Board of Directors, this corporation may indemnify and/or insure any and all of its directors or officers or former directors or officers, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock, or of which it is a creditor, to the extent permitted by law, now existing or hereinafter enacted, including without limitation, the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties or a party by reason of being or having been directors or officers, or a director or officer of this corporation, or of such other corporation, except in relation to matters as to which any such

director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreements, votes of stockholders or directors, Chapter 607, Florida Statutes, or otherwise.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of this corporation or in which this corporation is interested. No contract, act or transaction of this corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 28th day of March, 2000.

A handwritten signature in black ink, appearing to be 'MARTIN ENGELS', written over a horizontal line.

(SEAL)

MARTIN ENGELS

FILED

2000 MAR 31 PM 4: 35

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

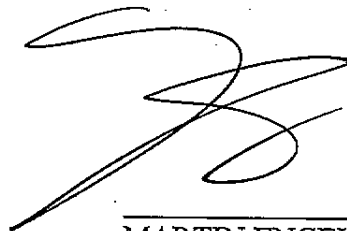
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

CAPRICORN INTERNATIONAL, INC.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 100 S.E.2ND STREET, STE 2150, MIAMI, FLORIDA 33131, has named MARTIN ENGELS as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 agree to comply with the provisions of said Act relative to keeping said office open.



(SEAL)
MARTIN ENGELS, Registered Agent