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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. OPPORTUNITY JEANS COMPANY
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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Examiner's Initials

ARTICLES OF INCORPORATION
OF
OPPORTUNITY JEANS COMPANY

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00 APR 11 PM 12:14
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TALLAHASSEE FLORIDA

The under signed subscribers for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this Corporation shall be:

OPPORTUNITY JEANS COMPANY

ARTICLE II

The initial street address of the principal place of business of this corporation shall be:

**6595 NW 36TH ST No. 200
MIAMI, FL 33166**

The mailing address of this corporation shall be:

**999 BRICKELL BAY DR. No.1507
Miami, FL 33131**

The Board of Directors, may from time to time move the principal office to an other address in Florida. Branch offices may be maintained at other places in the State of Florida, the United States of America, and foreign countries.

ARTICLE III

The general nature of the business transacted by this corporation is:

1.- All Lawful Purpose.

2.- To promote, publish, advertise any business, manufacture, distribute, transport, purchase, export, import, wholesale and retail any kind of merchandise, or otherwise acquire to own, mortgage, pledge, sell, assign, transfer or otherwise

dispose of and to invest in, trade in, deal in with goods, wares, merchandise, real and personal property and services of every class, kind and state fair or exposition.

3.- To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property including franchises, patents, copyrights, trade marks and licenses in the State of Florida, and in all other states and countries.

4.- To purchase the corporate assets of any other corporation and engage in different like or unlike business.

5.- To carry on any lawful business necessary or incidental to the attainment of the object of this corporation whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.

6.- To engage in any activity or business permitted under the Laws of the United State and of the State of Florida.

7.- To purchase, receive, lease, acquire, own, hold, improve, use, and otherwise deal in and with real or personal property and any interest therein, wherever situated.

8.- To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

9.- To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute S607.141.

10.- To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

11.- To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

12.- To lend money for its corporate purposes invest and reinvest its funds, and take and hold real personal property as security of the payments of funds so loaned or invested.

13.- To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or out of this state and country.

14.- To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

15.- To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state for the administration.

16.- To pay pensions and establish pension plan, profit sharing planes, stock bonus plans, stock pension plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

17.- To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprises.

18.- To have and exercise all powers necessary of convenient to conduct business.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 500 shares, having an individual par value of \$ 1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one class of stock of this corporation.

ARTICLE V

The name and street address of the initial Registered Agent of this corporation shall be:

Ciro Ramon Perozo
999 Brickell Bay Dr. No. 1507
Miami, FL 33131

ARTICLE VI

The initial Board of Directors shall consist of a total of three persons. The name and address of the persons who serve as initial directors are:

President Ciro Ramon Perozo
999 Brickell Bay Dr. No. 1507
Miami, FL 33131

Vice-President Marcia Eaves Perozo
999 Brickell Bay Dr. No. 1507
Miami, FL 33131

Vice-President Pedro Antonio Fuenmayor
7390 SW 107TH Ave. No. 2107
Miami, FL 33173

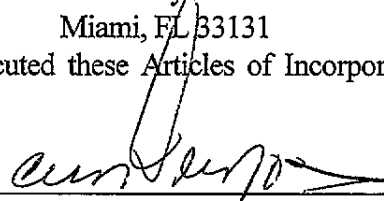
It is mandatory to have the signature of two of the three Directors to make any kind of business transaction on behalf of this corporation.

ARTICLE VII

The name and address of the incorporator executing these Articles of Incorporation shall be:

Ciro Ramon Perozo
999 Brickell Bay Dr. No. 1507
Miami, FL 33131

The undersigned has executed these Articles of Incorporation this 03th day of April of 2000

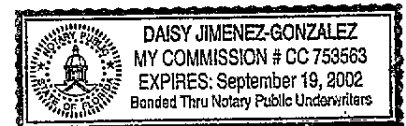


INCORPORATOR

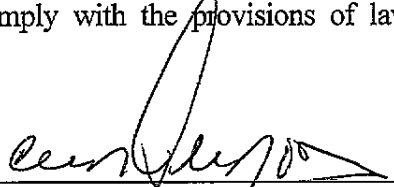
State of Florida

Dade County

Subscribed by and sworn to me by Ciro Ramon Perozo who produced his Florida Driver's License as personal identification.



The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.



Registered Agent

04/03/00

Date

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TALLAHASSEE FLORIDA