

D & D Accounting
& Tax Service, Inc.

P000000052652

May 18, 2000

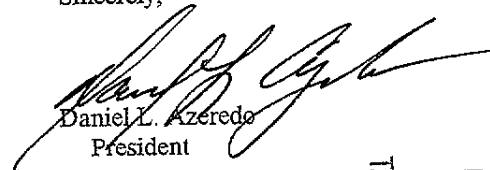
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32312

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-05/22/00--01093--011
****122.50 *****78.75

Gentlemen:

This is a new filing for **Custom Outlets, Inc.** The Articles of Incorporation and the required filing fee of \$ 122.50 are included. Please return the Articles to the address in this letter upon completion.

Sincerely,


Daniel L. Azeredo
President

FILED
00 MAY 22 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JS/31

**ARTICLES OF INCORPORATION
OF
CUSTOM OUTLETS, INC.**

The undersigned hereby makes, subscribes, acknowledges, and files these Articles of Incorporation for the purpose of forming a Corporation under the Laws of the State of Florida.

**ARTICLE I
NAME**

The name and address of the Corporation shall be:

CUSTOM OUTLETS, INC.
1101 Benoist Farms Road
Apartment 208
West Palm Beach, Florida 33411

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00 MAY 22 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE II
DURATION**

This Corporation shall exist in perpetuity.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of engaging in any activity or business permitted under the Laws of the State of Florida or of the United States of America.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is Authorized to issue five hundred (500) Shares of Capital Stock with a par value of One Dollar and no cents (\$1.00) per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address in this State of the Initial Registered office of the Corporation is 1101, Apt. 208, Benoist Farms Road, West Palm Beach, Florida 33411 and the name of the initial registered agent is Carlos J. Lopez.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of Directors may be increased or decreased from time to time by the By-laws but shall never be less than one (1). The names and addresses of the initial Directors are;

Carlos J. Lopez
1101 Benoist Farms Road
Apartment 208
West Palm Beach, Florida 33411

ARTICLE VII
INCORPORATOR

The name of the person signing these Articles of Incorporation is:

Carlos J. Lopez
1101 Benoist Farms Road
Apartment 208
West Palm Beach, Florida 33411

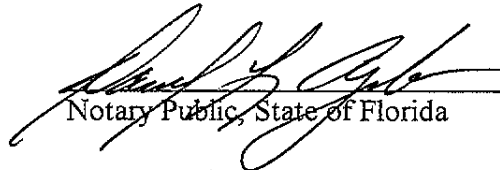
IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 18th day of May, 2000.


Carlos J. Lopez

STATE OF FLORIDA)
COUNTY OF PALM BEACH)


Before me, the undersigned authority, personally appeared Carlos J. Lopez to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledges to and before me that he executed said Articles of the purpose therein expressed.

WITNESS my Hand and Official Seal this 18th day of May, 2000.


Notary Public, State of Florida

(Seal)

My Commission Expires:

 Daniel L. Azeredo
My Commission CC834078
Expires May 6, 2003

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF
PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

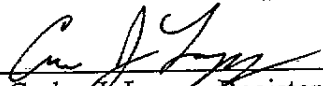
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT CUSTOM OUTLETS, Inc., desiring to organize under the laws of the State of Florida, with its principle offices as indicated in the Articles of Incorporation, has named Carlos J. Lopez, Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated by this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office

May 18, 2000



Carlos J. Lopez, Registered Agent for
CUSTOM OUTLETS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA