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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

MAKALOT APPAREL NETWORK, INC.

Certificate of Status	0
Certified Copy	1
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B. McKnight JUN 08 2000

ARTICLES OF INCORPORATION

of

MAKALOT APPAREL NETWORK, INC.

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the law of the State of Florida.

ARTICLE I - CORPORATE NAME & ADDRESS

The name of the corporation is MAKALOT APPAREL NETWORK, INC., which is located at 6043 Kimberly Blvd., Ste N, North Lauderdale, Fl 33068.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue six hundred shares (500) of one Dollar(s) (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The name and street address of the Initial Registered Agent for this Corporation is:

Terry Hirschman
10515 Stonebridge Blvd.
Boca Raton, Fl 33498

PREPARED BY: JANE CHAO, CPA TEL: 561-362-9544 FAX: 561-362-9486
3401 N. FEDERAL HIGHWAY, STE 209, BOCA RATON, FL 33431

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names & addresses of the initial directors of the corporation are as follow:

Terry Hirschman
10515 Stonebridge Blvd.
Boca Raton, Fl 33498

Lee Ping Chou
6043 Kimberly Blvd., #N
N. Lauderdale, Fl 33068

Chien Wang
6043 Kimberly Blvd., #N.
N. Lauderdale, Fl 33068

Chiu Ling
6043 Kimberly Blvd., #N
N. Lauderdale, Fl 33068

ARTICLE VII - INCORPORATORS

The name and address of the persons signing these articles of incorporation are as follow:

Terry Hirschman
10515 Stonebridge Blvd.
Boca Raton, Fl 33498

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of JUNE, 2000.


Terry Hirschman

STATE OF FLORIDA)

SS

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me by Terry Hirschman on this

5th day of June, 2000.

My Commission Expires:



YUEH J. LIU CHAI
COMMISSION # 00000000000000000000
EXPIRES JAN 12, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.


Notary Public
State of Florida at Large

ARTICLE VIII - SHAREHOLDERS

The name and address of the sole shareholder for this corporation is:

MAKALOT INDUSTRIAL CO., INC.
6th Floor, No 106-2
Section 2 Chung Shan North Road
Taipei, Taiwan, ROC

Shares owned: 100 Percent

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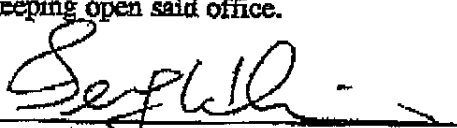
**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF
MAKALOT APPAREL NETWORK, INC.**

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

First -- The MAKALOT APPAREL NETWORK, INC. Inc. desiring to organize under the laws of the state of Florida, with its principal office, as indicated in the Articles of Incorporation at 6043 Kimberly Blvd., Ste N, North Lauderdale, Fl 33068, has named Terry Hirschman, located at 10515 Stonebridge Blvd., Boca Raton, Fl 33498, as its agent to accept service of process within this State.

Having been named to accept services of process for the above state corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply the provisions of said Act relative to keeping open said office.


Terry Hirschman
Registered Agent