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LAW OFFICES

MONTELLO & KENNEY, P.A.

777 BRICKELL AVENUE

SUITE 1070

MIAMI, FLORIDA 33131

TELEPHONE (305) 373-0300

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March 30, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 30 PM 8:34

FILED

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: BARI, INC. (the "Company")

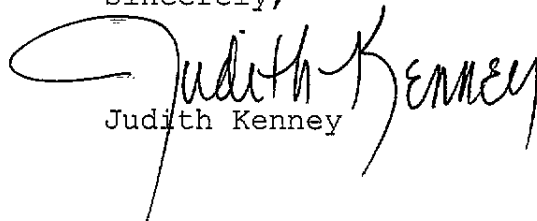
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*****70.00 *****70.00

Gentlemen:

Enclosed please find two original sets of the Company's Articles of Incorporation along with our check in the amount of Seventy Dollars (\$70.00) for the filing fee.

Sincerely,


Judith Kenney

JK/amc
Enclosures

kenney/bagnara/sec.state.ltr.

F. CHESLER

JUN

9 2000

W-9089



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 5, 2000

MONTELLO & KENNY PA
777 BRICKELL AVE SUITE 1070
MIAMI, FL 33131

SUBJECT: BARI, INC.
Ref. Number: W00000009084

We have received your document for BARI, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 900A00018646

ARTICLES OF INCORPORATION

OF

GABLES FASHIONS, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

GABLES FASHIONS, INC.

(hereinafter the "Corporation").

ARTICLE II

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

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

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$.01 per share.

00 MAY 30 PM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE V

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

Judith Kenney
777 Brickell Avenue, Suite 1070
Miami, Florida 33131

ARTICLE VI

The Corporation shall have two directors initially. The names and address of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office is:

Alfredo Bagnara	777 Brickell Avenue, Suite 1070
Julia Rodriguez	Miami, Florida 33131

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

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

Judith Kenney
MONTELLO & KENNEY, P.A.
777 Brickell Avenue, Suite 1070
Miami, Florida 33131

ARTICLE VIII

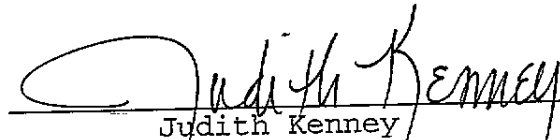
The mailing address of the Corporation's principal office shall be:

777 Brickell Avenue, Suite 1070
Miami, Florida 33131

ARTICLE IX

This corporation shall indemnify, and shall advance expenses on behalf of, its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

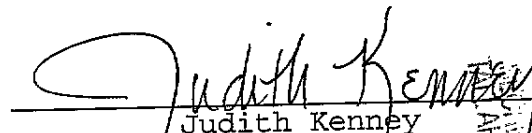
Executed at Miami, Florida this 31th day of May, 2000.


Judith Kenney

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of GABLES FASHIONS, INC. the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 31th May, 2000.


Judith Kenney

NO MAY 30 PM 8:34
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED