LAZARUS CORPORATE FILING SERVICE (Requestor's Name) 3320 S.W. 87 AVENUE	
(Address) MIAMI, FLORIDA (305)552-5973 (City, State, Zip) (Phone #)	
TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)	; OFFICE USE ONLY
CORPORATION NAME(S) & DOCUMENT NUM 1. LOCOMOTON CLOTH (Corporation Name) 3. (Corporation Name) 4. (Corporation Name) Walk in Rick up time Loc Mail out Will wait Photocopy	(Document #) (Cartified Copy Cartificate of Status
. Limited Liability Change of Regis Domestication Dissolution/With Other Merger	R.A., Officer/Director stered Agent odrawal
Annual Report Fictitious Name Name Reservation REGISTRATIO QUALIFICATIO Foreign Limited Partners Reinstatement Trademark Other	ON 300032824135 -06/09/0001041020 *****78.75 ******78.75

ARTICLES OF INCORPORATION

WE THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION OF A CORPORATION FOR PROFIT WITH THE POWERS, RIGHTS, PRIVILEGES AND IMMUNITIES HEREINAFTER MENTIONED, AND WE HEREBY MAKE, SUBSCRIBE AND ACKNOWLEDGE AND FILE WITH THE SECRETARY OF THE STATE OF FLORIDA THESE ARTICLES OF INCORPORATION; AND TO THAT END WE DO, BY THESE ARTICLES, SET FORTH:

ARTICLE I

THE NAME OF THIS CORPORATION (WHICH IS HEREINAFTER CALLED THE "CORPORATION" IS:

LOCOMOTION CLOTHING INC. ARTICLE II

THIS CORPORATION SHALL EXIST PERPETUALLY.CORPORATION EXISTANCE SHALL BEGIN ON THE DAY UPON WHICH THESE ARTICLES ARE APPROVED BY THE SECRETARY OF THE STATE OF FLORIDA.

ARTICLE III

THE PURPOSE OF THIS CORPORATION IS TO TRANSACT ANY OR ALL LAWFUL BUSINESSES FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER CHAPTER 607 OF THE FLORIDA STATUTES.

ARTICLE IV

THIS CORPORATION IS AUTHORIZED TO ISSUE FIVE HUNDRED (500) SHARES OF COMMON STOCK, WHICH SAID SHARES SHALL HAVE A PAR VALUE OF TEN (\$10.00) DOLLARS PER SHARE UPON ISSUANCE.

ARTICLE Y

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE AT 8405 NW 53 STREET SUITE C-100 MIAMI, FLORIDA 33166 WITH THE PRIVILEGE OF HAVING BRANCH OFFICES WITHIN AND WITHOUT THE STATE OF FLORIDA.

ARTICLE VI

THE INITIAL REGISTERED AGENT OF THIS CORPORATION UPON WHICH PROCESS MAY BE SERVED IS: SERGIO BOCANEGRA AND THE INITIAL REGISTERED OFFICE IS LOCATED AT: 8405 NW 53 STREET SUITE C-100 MIAMI, FLORIDA 33166

ARTICLE VII

THIS CORPORATION SHALL HAVE DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS SHALL BE FIXED BY LAWS AND MAY BE CHANGED FROM TIME TO TIME.

ARTICLE VIII

The name and street addresses of the initial director(s) of this Corporation are : SERGIO BOCANEGRA 7854 SW 142 PLACE MIAMI, FLORIDA 33184

The aforesaid director(s) shall hold office for the year of this Corporation's existence or untill a successor is chosen as provided for in the bylaws. The initial officers of this Corporation and their addresses are:

President : SERGIO BOCANEGRA 853 SW 142 PLACE MIAMI, FLORIDA 33184

Vice-President : SERGIO BOCANEGRA 854 SW 142 PLACE MIAMI, FLORIDA 33184

Treasurer : SERGIO BOCANEGRA 854 SW 142 PLACE MIAMI, FLORIDA 33184

Secretary : SERGIO BOCANEGRA 854 SW 142 PLACE MIAMI, FLORIDA 33184

ARTICLE IX

The name and street address of the incorporator(s) is/are : SERGIO BOCANEGRA 854 SW 142 PLACE MIAMI, FLORIDA 33184

The undersigned has executed these Articles of Incorporation __ day of______, 1997 this

Signature / Title

SERGIO BOCANEGRA / PRESIDENTE OF DESIGNATION REGISTERED AGENT /REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of th	e Corporat	ion is : LOCOMOTI	ON CLOTHING, INC.
2. The name and SERGIO BOCANEGRA	address of 8405 NW 53	the registered ag	ent and office is:
		Signatu	re In Drawfin
	-	Title Date	PRESIDENT MAY 31,2000

Date

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provissions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

MAY 31,2000 Date:

Registered Agent

SERGIO BOCANEGRA

