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LAW

MICHAEL B. FEILER, P.A.

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Coral Gables

July 10, 2000

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

Re: Makeila's, Inc.

8000003321198--0
-07/12/00--01066--002
122.50 **78.75

Sirs:

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida professional service corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Very truly yours,

Michael B. Feiler

MBF:mg

FILED
00 JUL 12 PM 4:02
SECOND OFFICE OF STATE
TALLAHASSEE, FLORIDA

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FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
MAKEILA'S, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is MAKEILA'S, INC.

ARTICLE II. CORPORATE PURPOSE

This is a Florida corporation which will engage in general business.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are

1200 Ocean Dr. #202
Miami Beach, FL 33139

ARTICLE IV. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED.

ARTICLE V. INCORPORATOR/INITIAL REGISTERED AGENT.

The name and address of the incorporator/initial registered agent are

MICHAEL B. FEILER, Esq.
122 Minorca Ave.
Coral Gables, FL 33134

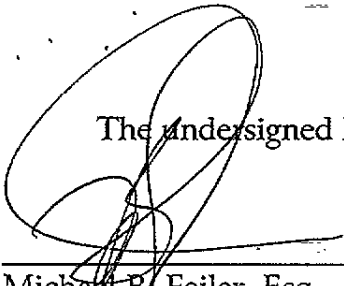
ARTICLE VI. INITIAL DIRECTOR.

The name and street address of the initial Director of the corporation, who shall serve until such time as she is replaced by corporate resolution or otherwise, is:

MARICELA SOLIS
1200 Ocean Drive #202
Miami Beach, FL 33139

SIGNATURE

The undersigned has executed these articles on NOVEMBER 22, 1999.



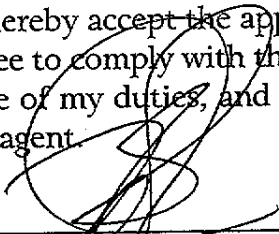
Michael B. Feiler, Esq.
Incorporator

Pursuant to the provisions of F.S. 607.0501, 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 the corporation is MAKEILA'S, INC.
2. The name of the registered agent is MICHAEL B. FEILER, ESQUIRE.
3. The address of the registered agent/registered office is 122 Minorca Ave., Coral Gables, FL 33134.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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.

Date: 7/10/00
By:  MICHAEL B. FEILER, ESQUIRE

00 JUL 12 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED