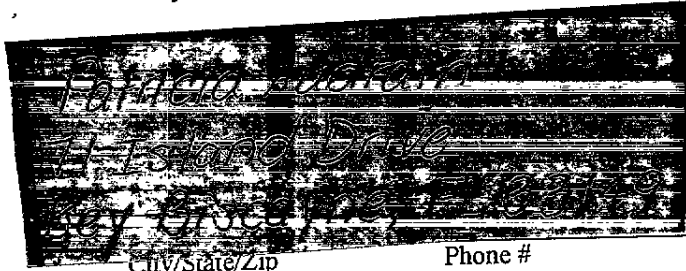


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

City/State/Zip

Phone #

365) 361-1926

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ANDRINO ASSOCIATES, INC. 200003334102--3
(Corporation Name) (Document #)
-07/25/00--01006--001
*****70.00 *****70.00
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
 Not for Profit
 Limited Liability
 Domestication
 Other

AMENDMENTS

- Amendment
 Resignation of R.A., Officer/Director
 Change of Registered Agent
 Dissolution/Withdrawal
 Merger

OTHER FILINGS

- Annual Report
 Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

Examiner's Initials Pat 7/28



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 28, 2000

PATRICIA AUDRAIN
71 ISLAND DR
KEY BISCAYNE, FL 33149

SUBJECT: AUDRAIN & ASSOCIATES
Ref. Number: W00000018785

We have received your document for AUDRAIN & ASSOCIATES 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 corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 500A00041165

ARTICLES OF INCORPORATION
OF
AUDRAIN & ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of State of Florida.

ARTICLE I NAME

The Name of this corporation is AUDRAIN & ASSOCIATES, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to import and export machinery, parts and all others articles, commodities, act as principal or as purchasing agents for others, and to invest in such ventures in the United States as well as abroad.

To manufacture, purchase or otherwise acquire, and to own, mortgage, sell, convey, lease or otherwise dispose of and to invest in trade and deal with goods, merchandise, real and personal property and services of every class, kind and description, to develop proprietary computer programs, apply for copyrights and patents whenever applicable and to actively pursue to protect said copyrights and patents.

To sell all type of clothing apparels; both wholesale and retail. To export or import such clothing apparels.

To conduct business in, have one or more offices, buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property including franchise, patents trademarks and licenses in the State of Florida and all others states, districts, territories or colonies.

To contract debts and borrow money, issue and sell or pledge bonds, debenture, notes and others evidence of indebtedness, and execute such mortgages, transfer, or corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate asset and any other corporation and engage in the same or other character of business.

To acquire by purchase, subscription, or otherwise, and to receive, hold own, guarantee, sell, assign exchange, underwrite, transfer mortgage, pledge, or otherwise dispose of or deal in and with any share of capital stock, script, warrants, rights, bonds, debentures, notes, trust, receipts, and other securities, obligation closes in action and evidence of indebtedness or interest issued or created any corporation, joint stock companies, syndicates, association, firms, trust, or persons public or private, or by the Government of the United States, or by any foreign government, or by any state, territory municipality, or other political subdivision or by including the right to execute consents and vote thereon and to do any and all act and things necessary or advisable for the preservation, protection, improvement, and enhancement in value thereof.

In general, to carry on any other business in connection with the foregoing, and have and to exercise all the powers conferred by the Laws of the State of Florida upon corporations formed under its laws and to do any or all things herein before set forth to the same extent a natural person might or could.

ARTICLE III - CAPITAL STOCK

The Maximum number of share that this corporation is authorized to have outstanding at any one time in one thousand (1,000) shares of common stock at a par value of \$ 1.00 one dollar each.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money property, labor or services. At just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose.

ARTICLE IV - CAPITAL

The Amount of capital with which the corporation shall begin business with shall be not less than \$ 100.00 one hundred dollars.

ARTICLE V - ADDRESS

The initial Post Office address of this corporation in the State of Florida is:
71 Island Dr. - Key Biscayne - Florida 33149. The Board of Directors
may from time to time move the principal office to any other address in Florida.

ARTICLE VI - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such a manner as maybe described by the By Laws.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director, officer, and any person who serves at the serves at the request of this corporation, from any and against all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any claim or liability as to witch adjudged that such officer or director is liable for negligence or willful misconduct in performance of his/her of his/her duties.

The rights according to any person under the foregoing shall not exclude any other right to which he/she may be lawfully entitled not shall anything herein be contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - DIRECTOR

The name and address Board of Directors is:

Patricia Y. Audrain 71 Island Dr.
Key Biscayne - Florida 33149

ARTICLE VIII - OFFICERS

Patricia Y. Audrain 71 Island Dr.
President, Treasurer, Key Biscayne - Florida 33149
Secretary

ARTICLE IX - SUBSCRIBER

Patricia Y. Audrain 71 Island Dr.
Key Biscayne - Florida 33149

ARTICLE X - RESIDENT AGENT

Patricia Y. Audrain 71 Island Dr.
Key Biscayne - Florida 33149

I hereby accept and understand all of my obligations and duties as Resident Agent
for this Corporation.

Patricia Y. Audrain

Resident Agent / Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being the subscriber of these Articles of Incorporation, do hereby make, subscribe, acknowledge and file these Articles and certify that the facts stated herein are true and have hereunto set her hand and seal, this 25th day of August, 2000.


Patricia Y. Audrain

STATE OF FLORIDA

COUNTY OF MIAMI - DADE

BEFORE ME, on this day personally appeared Patricia Y. Audrain, the party to the foregoing Articles of Incorporation, known to me personally to be such, and acknowledge the said Articles to be her free act and deed, and that the facts stated therein are truly set forth.

WITNESS my hand and official seal at Miami, County of Miami-Dade, State of Florida, this 25th day of August, 2000.


Notary Public, State of Florida (SEAL)

