LEONARD U. STOLAR SUITE 540 CITY NATIONAL BANK BUILDING 300 SEVENTY-FIRST STREET MIAMI BEACH, FLORIDA 33141

TELEPHONES (305) 861-9920 BROWARD (954) 925-2455

November 16, 2000

Corporate Records Bureau Division of Corporations Department of State 409 East Gaines Street Post Office Box 6327 Tallahassee, FL 32314

000003469270--7 1177700--01094--018 *****78.50 *****78.50

Re: Jean and Vero, Inc.

Gentlemen:

Enclosed please find the following in reference to the above captioned corporation:

- 1. Original and one copy of executed Articles of Incorporation.
- 2. Check No. 23635 for \$78.50 representing \$35.00 for the filing fee, \$8.75 for one certified copy of the article of incorporation and \$35.00 for the registered agent fee.

Thank you for your kind, prompt attention in handling this matter.

Very truly yours,

LEONARD U. STOLAR

/dd

Enclosures

VIA FEDERAL EXPRESS

ARTICLES OF INCORPORATION

OF

JEAN & VERO, INC.

FILED 00 NOV 17 PM 3: 45 SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE I.

<u>CORPORATE NAME</u>: The name of the Corporation is: JEAN & VERO, INC., and its principal office and mailing address is 46 S. W. First Avenue #10, Dania Beach, Florida 33004.

ARTICLE II.

<u>NATURE OF CORPORATE BUSINESS</u>: The Corporation may engage in or transact any or all activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III.

<u>CAPITAL STOCK</u>: The Corporation is authorized to issue and having outstanding at any one time an aggregate number of Five Hundred (500) shares of one class of common stock having a par value of Ten (\$10.00) Dollars per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE: The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT:

LEONARD U. STOLAR

INITIAL REGISTERED OFFICE:

300 71st Street, Suite 540

Miami Beach, Florida 33141

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT: Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of Law pertaining thereto.

Registered Agent

ARTICLE VI.

INITIAL BOARD OF DIRECTORS: The number of Directors constituting the initial Board of Directors of the corporation is $\frac{+\omega}{\text{one}}$ (2).

ARTICLE VII.

<u>INITIAL DIRECTORS AND INCORPORATOR-SUBSCRIBERS</u>: The names and addresses of the members of the Initial Board of Directors and Initial Incorporator and Subscribers are:

NAME:

DÖROTHY JEAN COOK

ADDRESS:

46 S. W. First Avenue #10

Dania Beach, FL 33004

NAME:

XIMENA V. ANDINO

ADDRESS:

46 S. W. First Avenue #10

Dania Beach, FL 33004

Dated this ______ day of November, 2000.

Initial Incorporator Subscriber

Initial Incorporator-Subscriber

STATE OF FLORIDA COUNTY OF DADE

The foregoing was acknowledged before me by LEONARD U. STOLAR on day of November,2000. LEONARD U. STOLAR is personally known to me

and took an oath.

NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

DIANNE DOOLITY
COMMISSION # CC 722653
EXPIRES MAR 17, 2002
SONDED THRU
ATLANTIC BONDING CO., INC.

OFFICIAL NOTARY SEAL LEONARD U STOLAR NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC657414 MY COMMISSION EXP. JULY 9,2001