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Fosth Accounting, P.A.

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1185 EIGHTH STREET SOUTH ◆ NAPLES, FLORIDA 34102
Phone 941-435-7336 ◆ Fax 941-262-4848

November 22, 2000

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-12/06/00-01037-021
*****78.75 *****78.75

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

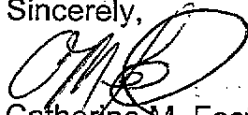
Dear Sirs,

Please find enclosed 2 copies of the Articles of Incorporation, and a check in the amount of \$78.75. Please register this company as a Florida Corporation as of November 22, 2000 and return the certified copy of the Articles of Incorporation to:

Fosth Accounting, PA
1185 8th Street South
Naples, FL 34102

Thank you for your assistance in this matter. If you need any further information, please feel free to contact me at the above telephone number.

Sincerely,



Catherine M. Fosth, CPA

Enc. 3

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00 DEC -6 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓ T. Burch DEC 12 2000

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Faipa Fashion Brokers, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**3250 Bermuda Isle Circle
Suite 839
Naples, FL 34109**

ARTICLE III SHARES

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

**Authority to issue 100,000 shares with \$1 par value
Will issue 1000 shares currently.**

ARTICLE IV INCORPORATOR(S)

See instructions for officers

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

**James M. Simpson
3250 Bermuda Isle Circle
Suite 839
Naples, FL 34109**

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TALLAHASSEE, FLORIDA

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**James M. Simpson
3250 Bermuda Isle Circle
Suite 839
Naples, FL 34109**

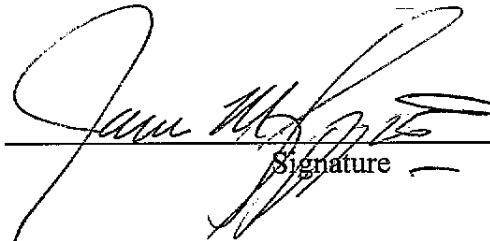
ARTICLE VI INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2) and the name and address of the two whom will serve as the initial directors are:

James M. Simpson	3250 Bermuda Isle Cr. Suite 839	Naples, FL 34109
Patricia A. Simpson	3250 Bermuda Isle Cr. Suite 839	Naples, FL 34109

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

22 day of November, 20 00.



Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
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 the corporation is: Faipa Fashion Brokers, Inc.

2. The name and address of the registered agent and officer is:

James M. Simpson

(Name)

3250 Bermuda Isle Cr. Suite 839

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Naples, FL 34109

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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 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.


(SIGNATURE)

11/22/00
(DATE)