

A&M ACCOUNTING & MANAGEMENT Co. Inc.

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1691 NE. 123rd. St. ◆ North Miami, Fl. 33181 ◆ USA
Phone 893-2669, 2670 ◆ Fax (305)865-0066

P00000113633

December 01, 2000

FLORIDA DEPARTMENT OF STATE
Division of Corporations
New Filings Section

600003491236--4
-12/07/00--01081--011
****122.50 *****78.75

Ref: New Corporation:

Enclosed is a check for \$ 122.50 covering fees for the new Corporation.

MARIFEL FASHION CO. INC.

Please send the Articles of Incorporation to my office.

Sincerely,

Amelia Javier

Amelia Javier

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MARIFEL FASHION, CO. INC.

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, authorizing the formation of Corporation.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: MARIFEL FASHION CO. INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural might or could do, and in addition thereto engage in any activity or business permitted under the laws of the State of Florida, viz:

- a) To import, export, purchase, obtain on consignment or otherwise be in possession of all goods, appliances, to otherwise purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever, to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company, or any person, firm or corporation.
- b) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, sell, assign, transfer, invest in, trade real and personal property of every kind and description.
- c) To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bond, mortgage, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any person, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds, and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the company.
- d) To acquire, hold, undertake and fully exploit the good will, property rights, franchises and assets of every kind, and the liabilities of any persons, firm, association or corporations, either wholly or partly and to pay for the same in cash, stocks, or bonds of the company or otherwise.
- e) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.
- f) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.
- g) to conduct business and operations and to have one or more offices and hold, mortgage,

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lease, dispose of, deal in, and convey real and personal property without restrictions in this state and in any other of the several states, territories, possessions, and dependencies of the United States, District of Columbia, and in any and all foreign countries.

h) To purchase or otherwise acquire, become interested in deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account upon realize as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgage, notes, evidences or indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates, evidencing shares of or interest or interest in common law trusts and trust estates or associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights, to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organizational liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations, to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

i) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent with power to let contracts for any such advertising, and to make and carry out contracts of every kind any nature that may be conducive to the accomplishments of any purpose of the Corporation.

j) To do any and all things, and everything necessary and proper for the accomplishments of the objects enumerated in these Articles of Incorporations or any amendment thereto necessary and incidental to the protection of the corporation in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE III CAPITAL STOCK

The capital stock of this corporation shall be 100 shares, no par value, common stock. This stock shall have full voting rights, pre-emptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: These stocks may not be transferred on the books of the corporation without first giving the right of purchase for ten (10) days prior thereto to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholders of record at the same price and terms of any bonafide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property, real or personal labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV CAPITAL TO BEGIN BUSINESS

The amount of capital with this corporation shall commence business shall not be less than One Thousand (One Thousand Dollars).

ARTICLE V CORPORATE EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at:
6039 Collins Ave. # P.H. 11, Miami Beach, Fl. 33140

ARTICLE VII
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders, however, this Corporation shall have no less than One (1) Director at any time.

ARTICLE VIII
DIRECTORS

The names and post office addresses of the first Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME	ADDRESS
Norma I. Fernandez	6039 Collins Ave. PH. 11 Miami Beach, Fl. 33140
	6039 Collins Ave. PH. 11 Miami Beach, Fl. 33140
Ruben M. Ambrosio	

ARTICLE VIX
SUBSCRIBERS

The name and post office address of the subscriber (s) executing these Articles of Incorporation is as follows:

NAME	ADDRESS
Norma I. Fernandez	6039 Collins Ave. PH. 11 Miami Beach, Fl. 33140

ARTICLE X

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by Statute or set out in the Corporate By-Laws, so long as same does not conflict with the Florida Statutes.

The Directors of this Corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XI

The officers of the corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all directors before its adoption as a corporate act.

No person shall be required to own, hold, or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original Incorporators of this corporation shall have the right, upon its organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of said assignment, shall in lieu of the original incorporations, assume and carry out all the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE XII

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:
Norma I. Fernandez
6039 Collins Ave. PH 11, Miami Beach, Fl. 33140

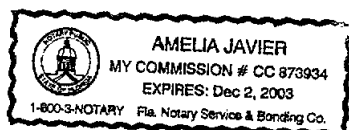
In WITNESS WHEREOF, we the undersigned being each of original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and respectfully agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals, this 30 day of November 2000

Norma I. Fernandez

STATE OF FLORIDA
COUNTY OF DADE

Before me, the undersigned authority, personally appeared Norma I. Fernandez to me known to be the person (s) described in and who executed the foregoing Articles of Incorporation, and who, after being by me first duly sworn upon oath, depose and say and do acknowledge before me, that the said Articles to be the Act and Deed of the signors respectively and respectfully, and the facts and matters therein set forth are true and correct.

Witness my hand and official seal at Miami, Dade County, Florida, this 30 day of November, 2000 _____



My Commission expires:

Amelia Javier

NOTARY PUBLIC
State of Florida at Large

Certificate designating place of Business or domicile for the service of process within Florida, naming Agent upon whom may be served.
In Compliance with Section 49.091 Florida Statutes, the following is submitted.

First that MARIFEL FASHION, CO. INC.
Name of Corporation

Desiring to organize or qualify under the Laws of the State of Florida with it's principal place of Business at the City of Miami Beach
City

State of Florida Has named Norma I. Fernandez
State (Name of Resident Agent)

Located at 6039 Collina Ave. # PH 11
(Street address and number of Building-Post Office Box addresses are not acceptable)

City of MIAMI BEACH State of Florida, as its agent to accept Services by process within Florida.

Signature 
Corporate Officer

Title (President)

Date Nov. 30, 2000

Having been named to Accept Service of Process for the above Stated Corporation at the place designated in this Certificate, I hereby agree to Act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my Duties.

Signature 
Resident Agent

Date Nov. 30, 2000

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