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

1. ULTIMA 2000, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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<input type="checkbox"/>	Reinstatement
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<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

Examiner's Initials

3/14  
RJC

## ARTICLES OF INCORPORATION

OF

ULTIMA 2000, INC.

I/WE, the undersigned, do hereby associate ourselves together and subscribe these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, Chapter 607 and subject to the following provisions:

### ARTICLE ONE

The name of the corporation shall be: ULTIMA 2000, INC.

### ARTICLE TWO

This corporation shall have perpetual existence and may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

The general nature of the business to be transacted by this corporation shall be:

- a) Wholesale and retail sales of clothing, perfumes, purses and related items.
- b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.
- c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other States districts, territories, countries or colonies.

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

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

f) 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 of the shares of the capital stock or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things hereinabove set forth to the same extent as natural persons might or could do.

### ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time shall be 1,000 SHARES, common stock \$1.00 PAR VALUE. All or any part of the capital stock may be paid for either in lawful monies of the United State of America, or in other assets transferred to the corporation, at a true valuation as of the time of the exchange for stock.

### ARTICLE FOUR

This corporation shall begin business with a capital in the amount of Five Hundred  
& 00/100 (\$500.00) Dollars.

### ARTICLE FIVE

The principal office of the corporation shall be located at:

2194 N.W. 21 Street, Miami, Florida 33142

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

### ARTICLE SIX

This corporation shall have 1 director(s) initially. The number of director(s) may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1), not more than five (5).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, and a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of this corporation, or by reason if any action

alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The right accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors, or officers, of such other corporation. Any director, individual or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided the fact that his interest should be disclosed or should have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, and any director of the corporation who is so interested may be counted in determining the existence of a quorum any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE SEVEN

The names and post office addresses of the members of the First Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successor(s) are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTOR(S)

ANTONIO MATA, JR.      2194 N.W. 21 Street, Miami, Florida 33142

OFFICERS

ANTONIO MATA, JR.      President/Secretary/Director      2194 NW 21 Street, Miami, FL 33142

DAVID MATA      Vice President      2194 NW 21 Street, Miami, FL 33142

ARTICLE EIGHT

The names and post office addresses of each of the subscriber(s) to these Articles of Incorporation are as follows:

NAME

ADDRESS

ANTONIO MATA, JR.      2194 N.W. 21 Street, Miami, FL 33142

ARTICLE NINE

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of these Articles of Incorporation, and shall have all the general and additional powers now and hereafter conferred upon it by Law.

#### ARTICLE TEN

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors proposed to the stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

#### ARTICLE ELEVEN

Upon election of a Board of Directors by the Stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in these Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the By-Laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

#### ARTICLE TWELVE

The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

#### ARTICLE THIRTEEN

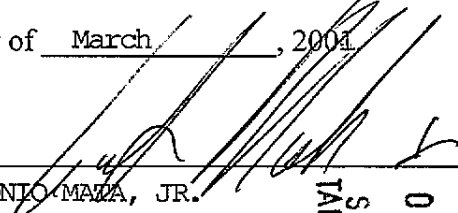
The Registered Agent for service of process in the State of Florida, and its registered office shall be:

ANTONIO MATA, JR.  
2194 N.W. 21 Street  
Miami, Florida 33142

ARTICLE FOURTEEN

The shareholders may at their sole discretion, repeal, alter or amend the By-Laws of this corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, amend, or repeal the By-Laws within its regular course of business.

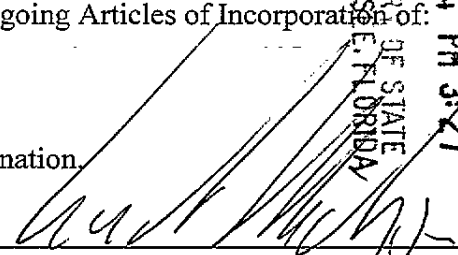
IN WITNESS WHEREOF, the undersigned incorporator(s) have hereunto set his/their hand(s) and affix(es) his/their seal(s) on this 12 day of March, 2001.

  
ANTONIO MATA, JR.

ACKNOWLEDGMENT BY REGISTERED AGENT

The undersigned, having been name in the foregoing Articles of Incorporation of:  
ULTIMA 2000, INC.

to accept service of process, hereby accepts such designation.

  
ANTONIO MATA, JR.

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared: ANTONIO MATA, JR. to me personally well known or has provided the following identification: PERSONALLY KNOWN TO ME being the person(s) described in, who after first being duly sworn, executed the foregoing Articles of Incorporation, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at MIAMI, said COUNTY and STATE, this 12 day of March, 2001.

My commission expires:

  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

