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**Florida Department of State
Division of Corporations
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To:
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From:
Account Name : EMPIRE CORPORATE KIT COMPANY
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DIVISION OF CORPORATIONS
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FLORIDA PROFIT CORPORATION OR P.A.**JEANS & COMPANY DISTRIBUTOR'S CORP.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 06 |
| Estimated Charge | \$70.00 |

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ARTICLES OF INCORPORATION

OF

Jeans & Company Distributor's Corp.

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

Jeans & Company Distributor's Corp.
10050 NW 44 Terrace Suite 301
Miami, Florida 33178

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ARTICLE II

CORPORATE EXISTENCE

The existence of the corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by the Florida Department of State.

ARTICLE III

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue a maximum of one thousand (1000) shares of stock. The shares authorized shall be common stock, having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

**Patrick Albert Medina
10050 NW 44 Terrace Suite 301
Miami, Florida 33178**

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time according to the by-laws, but shall never be less than one.

The names and addresses of the initial directors of this Corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------------------|---|
| Patrick Albert Medina | 10050 NW 44 Terrace Suite 301 Miami, Florida 33178 |

The members of this Board of Directors shall hold office until the first annual meeting of stockholders of the Corporation.

ARTICLE VII

INCORPORATORS

The name and post office of the Incorporator executing these Articles of Incorporation is as follows:

INCORPORATOR

Patrick Albert Medina

ADDRESS

**10050 NW 44 Terrace Suite 301
Miami, Florida 33178**

The undersigned, being the original subscriber to these Articles of Incorporation, for the purpose of forming a Corporation for profit and to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and, accordingly, has hereunto set his hand and seal this

8th day of MAY, 2001.

Patrick Albert Medina
Patrick Albert Medina

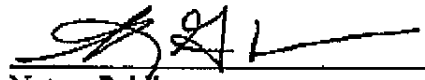
STATE OF FLORIDA)

) SS

COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized in the State of Florida, County of DADE to take acknowledgments, personally appeared **Patrick Albert Medina**, the person described as Incorporator in the foregoing Articles of Incorporation or who presented the following identification: PAUL W. ROBERT #CH 721869.

WITNESS my hand and seal at Miami, DADE County, Florida
this 5th day of MAY, 2001.



Notary Public
State of Florida

My Commission expires:



Kendrick G. Whittle
Commission # CG 952143
Expires June 29, 2004
Bundled Title
Atlantic Bonding Co., Inc.

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CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates
Patrick Albert Medina, as its registered Agent to accept service of process within this
State.

Patrick Albert Medina
Patrick Albert Medina

The undersigned hereby accepts the foregoing designation as Registered Agent
for service of process within the State of Florida, and agrees to comply with the
provisions of the law applicable to said designation.

Patrick Albert Medina
Patrick Albert Medina

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