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From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
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FLORIDA PROFIT CORPORATION OR P.A.

EL REGALON, INCORPORATED

Certificate of Status	0
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SECRETARY OF STATE
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 5, 2001

FAS-T

SUBJECT: EL REGALON, INCORPORATED
REF: W01000012708

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FAX Aud. #: H01000071081
Letter Number: 701A00034126

ARTICLES OF INCORPORATION
OF
EL. REGALON, INCORPORATED

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract for the purpose of forming a CORPORATION under the Laws of the STATE OF FLORIDA here by adopt ARTICLES OF INCORPORATION as follows :

ARTICLE I

The name of the Corporation is : El Regalon, Incorporated

ARTICLE II

The general purpose of the business or business yo be transacted by this Corporation is : Apparel and Shoe retail for the entire family :

- 1.- To Purchase lease, hire or otherwise in ant manner acquire, own hold , operate develop , manufacture , produce, process improve, sell assign , transfer , exchange mortgage, pledge or otherwise in any manner dispose of turn to account or convey or deal in or with as principal , agent broker real property improved or unimproved and _property tangible or intangible , including , without limitations securities and obligations of any issuer whether or not incorporated.*
- 2.- To apply for acquire , hold own , enter into, use dispose of and generally deal in and with grants, concessions , franchises , licenses, copyrights, patents, trade marks, trade names and similar rights and interests of every kind and description.*
- 3.- To assist financially and otherwise any entity wherever located, any security, chose in action , contract .or obligation which is held directly or indirectly by or for the CORPORATION , or in the business financing or welfare of which the CORPORATION shall have any interest.*
- 4.- To form or acquire, alone or jointly with others , subsidiary Corporation without regards of whether the purpose as such commensurate with the purposes stated in these ARTICLE OF INCORPORATION to any such subsidiary Corporation or Corporations in excercise.*

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- 5.- *To enter into general partnership , limited partnership(as general or limited partner) joint venture , syndicates , pools, associations and other arrangements for carrying on one more of the purposes set forth in these ARTICLES OF INCORPORATION , jointly or in common with others.*
- 6.- *To acquire , in whole or in part the business including there all and personal property in every kind , and to assume the whole or any part of the liabilities of any person ,firm association or Corporation , and to hold or in any part of any business and property so acquired .*
- 7.- *To pay for any property securities ,rights or interest acquired by the Corporation in cash or held by the Corporation or issuing and delivering in exchange of obligations or securities however evidenced.*
- 8.- *To do any and all things herein set fourth to the same extent as fully as natural persons might or could do and to do any and all other acts and things necessary appropriate or convenient for the furtherance of or incidental to the business objectives and purposes herein enumerated.*

The foregoing anumeration shall be constructed in accordance with the applicable provisions of Law and to the extent there in permitted ,shall be construed as power as well as purpose and shall nor be considered to exclude , limit or restrict in any manner or power ,rights or privileges to the Corporation by Law or to limit or restrict the general powers of Corporation found in Chapter 607 of the Florida Statutes or any applicable Statute regulation,decision or ruling now or hereafter in effect.

Nothing herein contained shall be construed as giving the Corporation any rights, powers or privileges not permitted to it by Law ,but the occurrence within any of the foregoing clauses of any purpose,power or object prohibited by the Laws of the STATE OF FLORIDA or any other STATE or territory ,dependency or foreign Country in which the Corporation may carry on business shall not invalidate any other purpose , power or objections so prohibited , by reason of its continuity or apparent associates therewith.

ARTICLE III

The Corporation shall have one class common shares all of which shall have unlimited voting rights. The maximum numbers of common shares of stgock that this Corporation is authorized to have outstanding at any time is 1000 shares of common stock with unlimited voting rights , and a par value of \$ 1.00 per share , The consideration to be paid por each share shall be fixed by the BOARD OF DIRECTORS

ARTICLE IV

The initial Street address of the principal office of this Corporation in STATE OF FLORIDA is , 1780 West 68th Street , Hialeah , Florida 33014. County of Miami-Dade.

ARTICLE V

This Corporation may have such other offices within or outside the STATE OF FLORIDA or within or outside the UNITED STATES OF AMERICA as may be necessary or convenient , the BOARD OF DIRECTORS may from time to time move the principal office to any other address in Florida.

ARTICLE VI

This Corporation shall have 3 directors initially . The number of directors may be increased or diminished from time to time by-Laws adopted by the shareholders.

ARTICLE VII

The name and street address of the first Board of Directors of this Corporation who shall hold office untill their successors are elected and qualified are :

<i>Laureano Lucio Abreu</i>	<i>President</i>	<i>9220 SW 18th Terrace Miami Florida 33165</i>
<i>Gloria Esther Abreu</i>	<i>V-President</i>	<i>9220 SW 18th Terrace Miami Florida 33165</i>
<i>Olga Gonzalez</i>	<i>Secretary</i>	<i>9220 SW 18th Terrace Miami , Florida 33165</i>

ARTICLE VIII

The address of the Corporation registred office is 9220 SW 18th Terr, Miami. Florida 33165. The name of its first initial registred agent is : Laureano Lucio Abreu 9220 SW 18th Terrace , Miami Florida 33165

ARTICLE IX

The name and street address of the persons signing these ARTICLES OF INCORPORATION as subscribers are :

*Laureano Lucio Abreu 9220 SW 18th Terrace
Miami Florida 33165*

*Gloria Esther Abreu 9220 SW 1th Terrace
Miami Florida 33165*

*Olga Gonzlez 9220 SW 18th Terrace
Miami , Florida 33165*

ARTICLE X

The shareholders of this Corporation shall have preemptive rights to acquire on issued or treasury shares of this Corporation or securities of this Corporation convertible into or carrying a right to subscribe to or acquire shares.

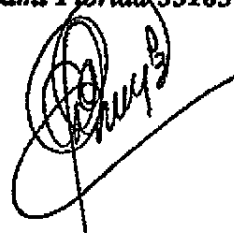
ARTICLE XI

The Corporation reserve the right to amend ,alter ,change or repeal any provisions contained in these ARTICLES OF INCORPORATION in the manner now or hereafter prescribed by statute and all rights conferred on stockholders herein are granted subject to this reservation .

IN WITNESS WHEREOF , The undersigned incorporator(s) has (Have) executed these Articles of Incorporation this 31th day of May of 2001.

Laureano Lucio Abreu

The name and the Street address of the incorporator to this articles of incorporation is : Laureano Lucio Abreu , 9220 SW 18th Terrace , Miami Florida 33165



CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

*Pursuant to the provisions of section 607.325, 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 :

EL REGALON, INCORPORATED

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

**Laureano Lucio Abreu
9220 SW 18th Terrace
Miami, Florida 33165**


SIGNATURE

President
TITLE

*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 provision
of all Statutes relatives to the proper and complete performance of my duties, and I
accept the duties and obligations of section 607.325, FLORIDA STATUTES.*

06-01-01
DATE :


SIGNATURE