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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

RIO BLUE FASHIONS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN 21 AM 11:05

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This Instrument was prepared by:
David M. Goldstein, Esquire
200 S. Biscayne Boulevard, Suite 1880
Miami, Florida 33131
(Florida Bar No. 156003)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION

OF

RIO BLUE FASHIONS, INC.

ARTICLE I - NAME

The name of this corporation is **RIO BLUE FASHIONS, INC.**

ARTICLE II - DURATION

The corporation shall commence its existence on the date of filing and acknowledgment of these Articles and its existence shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in accordance with applicable Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock with a par value of \$1.00, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

200 S. Biscayne Boulevard, Suite 1880
Miami, Florida 33131

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and the name of the initial registered agent of this corporation is:

DAVID M. GOLDSTEIN, ESQUIRE

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be located at:

3428 Orinocle Lane
Margate, Florida 33063

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1).

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

Maria Natalia Ferro, President
Pedro Ferro, Vice President

ARTICLE VIII - INCORPORATORS

The name(s) and address(es) of the person(s) signing the Articles of this corporation is (are):

DAVID M. GOLDSTEIN, ESQ.
200 S. Biscayne Boulevard, Suite 1880
Miami, Florida 33131

ARTICLE IX - BYLAWS

The Board of Directors and the shareholders are both vested with the power to adopt, alter, amend or repeal the By-Law.

ARTICLE X

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these
Articles of Incorporation this 21st day of June, 2001.


DAVID M. GOLDSTEIN, Incorporator

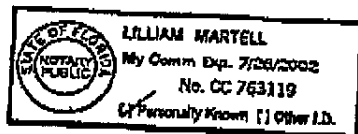
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, a notary public, authorized to take acknowledgments in the State and
County set forth above, personally appeared, DAVID M. GOLDSTEIN, who produced his Florida
Driver's License as the required form of identification, known to me and known by me to be the
person who executed the foregoing Articles of Incorporation, and acknowledged before me that he
executed these Articles of Incorporation.

IT WITNESS WHEREOF, I have set my hand and affixed my official seal in the
State and County aforesaid, this 21st day of June, 2001.


NOTARY PUBLIC, State of Florida

My Commission expires:



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**ACKNOWLEDGMENT AND CONSENT
OF REGISTERED AGENT**

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.


DAVID M. GOLDSTEIN, ESQUIRE

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TALLAHASSEE, FLORIDA

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