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A & T Accounting and Taxes  
7098 Bonita Drive  
Miami Beach, Florida 33141  
(305) 868-5365

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

Sepetember 19, 2001

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

In Re: Incorporation of Debra Fashion Import Corp.

Gentlemen:

Please file the aforesaid corporation and return said  
filed Articles and Resident Agent Form to:

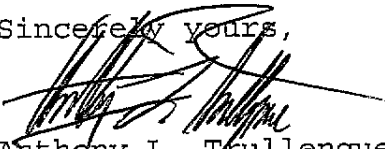
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Miami Beach, Florida 33141

Furthermore, please find herein enclosed the appropriate  
check for the filing fees together with the Articles of  
Incorporation and Designation of Resident Agent Form.

In the event you should have any questions, please do  
not hesitate to call us at (305) 868-5365 or write to us at  
the above styled address.

Sincerely yours,

  
Anthony L. Trullenque  
A & T Accounting and Taxes

at/IT  
cc: Archived

T. Burch SEP 25 2001

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
DEBRA FASHION IMPORT CORP.

The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida, and we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

ARTICLE ONE  
NAME

The name of the corporation is:

DEBRA FASHION IMPORT CORP.

ARTICLE TWO  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE  
PURPOSE

The general nature and purpose of this corporation is to engage in the following activities:

- A.) The authority to engage in and transact, within

and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which corporations may be incorporated under Chapter 607 of the Florida Statutes;

B.) The Corporation may more particularly engage in the following businesses and/or activities:

1.) To engage in the business of wholesale and retail sales of all kind of merchandise;

2.) To engage in any business of enterprise arising from or in connection with the sale of durable equipment of any nature and kind;

3.) To engage in the business of importing and Exporting commodities, goods and any and all other materials, supplies and exportable/importable items permitted under the respective laws of the corresponding jurisdiction;

4.) To engage in the travel business and develop a business in the field of tourism which includes but is not limited to tourist guide services, travel services and any and all activities arising from and in connection with tourism;

5.) To engage in the money brokerage business as permitted under the respective jurisdiction in which said business shall be effected;

6.) To engage in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate , deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;

7.) Furthermore, the corporation may take lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties;

8.) To engage in the business of a retail and/or wholesale membership club and/or engage in the conduct of any and all types of club related endeavors and/or ventures within and without the United States including but not

limited to social and/or country clubs, merchandising clubs and gym and/or health related clubs;

9.) To engage and/or carry on a general construction, contracting, building, and realty management business, as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity;

10.) And to engage in any and all real estate activities both domestic and foreign and effect the purchase and sale of all kinds of real estate property of whatever nature and wherever situated.

#### ARTICLE FOUR CAPITAL STOCK

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be ten thousand (10,000) shares. Each share representing 1/10000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

#### ARTICLE FIVE REGISTERED AGENT AND CORPORATE OFFICE

The name and street address of the initial registered agent of this corporation is:

MADALENA DEBORA COIMBRA  
7090 BONITA DRIVE, APT. # 202  
Miami Beach, Florida 33141

The corporate address and/or corporate headquarters  
shall be located at:

3948 NE 169TH STREET, # 501  
MIAMI BEACH, FLORIDA 33160

ARTICLE SIX  
INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors  
initially. The name and address of the initial directors of  
the corporation are:

MADALENA DEBORA COIMBRA  
7090 BONITA DRIVE, APT. # 202  
Miami Beach, Florida 33141

JULIO CESAR DOS REIS  
3948 NE 169TH STREET, APT. # 501  
NORTH MIAMI, FLORIDA 33160

LUIS HENRIQUE REIS  
3948 NE 169TH STREET, # 501  
NORTH MIAMI, FLORIDA 33160

ARTICLE SEVEN  
INCORPORATORS

The initial incorporators are as follows:

MADALENA DEBORA COIMBRA  
7090 BONITA DRIVE, APT. # 202  
Miami Beach, Florida 33141

JULIO CESAR DOS REIS  
3948 NE 169TH STREET, APT. # 501  
NORTH MIAMI, FLORIDA 33160.

LUIS HENRIQUE REIS  
3948 NE 169TH STREET, # 501  
NORTH MIAMI, FLORIDA 33160

ARTICLE EIGHT  
BY-LAWS

The initial By-laws of this corporation shall be adopted by the directors and shall be altered, amended or repealed from time to time by the Board of Directors.

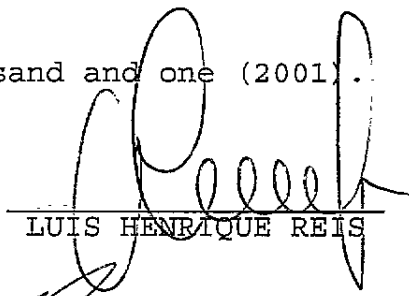
ARTICLE NINE  
AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals

this 13<sup>th</sup> day of September, two thousand and one (2001).

  
MADALENA DEBORA COIMBRA

  
LUIS HENRIQUE REIS

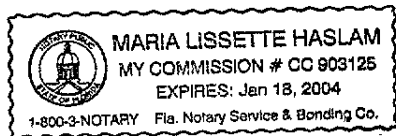
  
JULIO CESAR DOS REIS

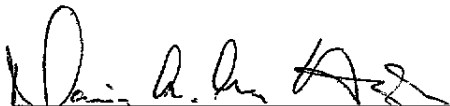
STATE OF FLORIDA        )  
                                  )  
                                  )        S.S.  
COUNTY OF MIAMI-DADE )  
                                  )  
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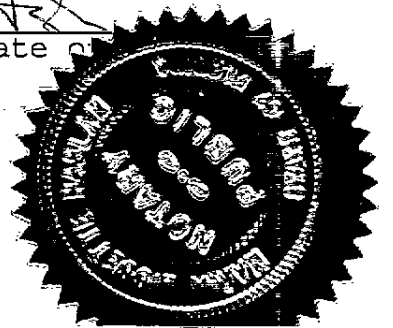
BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida, County of Miami-Dade, and City of Miami Beach, personally appeared: MADALENA DEBORA COIMBRA, LUIS ENRIQUE REIS AND JULIO CESAR DOS REIS and known to me and known by me to be the persons who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13<sup>th</sup> day of September, two thousand and one (2001).

My commission expires:



  
Notary Public, State of Florida





DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE FLORIDA STATUTES, the following is submitted  
in compliance with said Statutes:

DEBRA FASHION IMPORT CORP.

FIRST--That

DEBRA FASHION IMPORT CORP.  
is qualified to do business under the laws of the State  
Florida with its principal office at 3948 N.E. 169th Str  
Suite # 501, North Miami, Florida 33160, County of  
Miami-Dade, State of Florida, and has appointed Madalena  
Debora Coimbra whose resident address is as follows:  
7090 Bonita Drive, Apt. # 202, Miami Beach, Florida 33141,  
County of Miami-Dade, State of Florida, as its agent to  
accept Service of Process within this State.

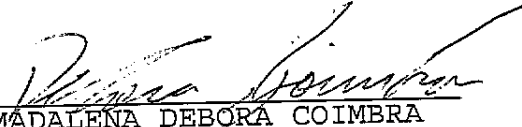
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TALLAHASSEE FLORIDA

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ACKNOWLEDGMENT

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  
further agree to comply with the provision of said Statutes  
relative to keeping open said office.

BY:

  
MADALENA DEBORA COIMBRA  
REGISTERED AGENT