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FLORIDA PROFIT CORPORATION OR P.A.

gloria fashion, inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 4, 2002

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SUBJECT: GLORIA FASHION, INC.
REF: W02000003233

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ARTICLES OF INCORPORATION
OF

Gloria Fashion, Inc.

The undersigned incorporator for the purpose of forming a corporation under the Florida General Corporation Act. Hereby adopt the following Articles of Incorporation

ARTICLE I NAME

The name of corporation shall be: Gloria Fashion, Inc.
The principle place of business of this corporation shall be: 1733 NW 20TH Street #B
Miami, FL 33142

ARTICLE II NATURE OF BUSINESS

The corporation may engage in or transact any or lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is _____ (500)
Shares of common stock, having par value of _____ (\$1.00) each

ARTICLE IV TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V OFFICERS & DIRECTORS

The name(s) and street address (es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation existence or until their successor(s) is (are) elected, is (are)

<u>NAME (S)</u>	<u>TITLE (S)</u>	<u>ADDRESS</u>
Mee A. Lim	President/ Secretary	16408 Sapphire Dr. Weston, FL 33331

Sandy H. Cho, CPA
2750 NW 3RD Ave. #19
Miami, FL 33127

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ARTICLES VI INCORPORATOR(S)

The names and street address of the incorporator to these articles of incorporation is:

NAME


ADDRESS

Mee A. Lim

16408 Sapphire Dr.
Weston, FL 33331

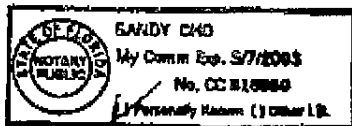
IN WITNESS WHEREOF, the undersigned incorporator has executed these Article of
Incorporatio this 4th day of February, 20 02.

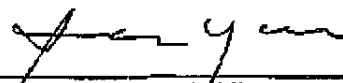
Signature of Incorporator



STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged and sworn to before me this 4th day
Of February, 2002 by Mee A. Lim, Gloria Fashion, Inc.
(Name of Corporation)





Notary Public

(SEAL)

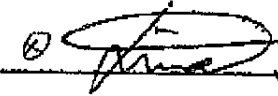
My Commission Expires: May 7, 2003

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.323, 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 is: Gloria Fashion, Inc.
2. The name and address of the registered agent and office is: Mee A. Lim
1722 NW 20th Street #B
Miami, FL 33142

SIGNATURE TITLE PresidentDATE Feb 4, 2002

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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 PROVISIONS OF THE STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE DATE Feb. 4, 2002**H** 02000028913