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February 8, 2002

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

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-02/13/02--01046--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

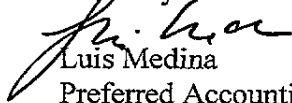
Re: Guaraguao Shoes Corporation

Gentlemen:

Enclosed you will find the articles of incorporation for the above captioned, along with a check for \$78.75 for the filing fee.

Please mail the copy of the articles to the undersigned.

Sincerely



Luis Medina  
Preferred Accounting Services  
15625 SW 59 Street  
Miami, Florida 33193

FILED  
02 FEB 13 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

GUARAGUAO SHOES CORPORATION

The undersigned subscribers to the Articles of Incorporation hereby associate themselves together to form a corporation under the laws of the State Of Florida.

ARTICLE I - NAME

The name of the corporation is GUARAGUAO SHOES CORPORATION

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any and all lawful activities permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares that this corporation is authorized to have outstanding at any one time is 100 shares of common stock at no par value.

ARTICLE IV - TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - ADDRESS

The initial address for the corporation is 5916 W 16 Avenue; Hialeah, Florida 33012.

ARTICLE VI - DIRECTORS

The corporation shall have one (1) Director(s) initially. The number of Directors may be increased or decreased as prescribed by the By-laws adopted by the Stockholders.

#### ARTICLE VII - INITIAL DIRECTORS

The name and address of the members of the first Board of Directors who shall hold office until their successors are elected and qualified is as follows:

Abel Lopez      4225 E 4 Avenue  
Hialeah, Florida 33013

#### ARTICLE VIII - SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation is (are):

Abel Lopez      4225 E 4 Avenue  
Hialeah, Florida 33013

IN WITNESS WHEREOF the undersigned subscriber(s) has (have) executed these Articles Of Incorporation this 8 day of February, 2002.

  
\_\_\_\_\_  
Abel Lopez

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING PERSON UPON WHOM  
PROCESS MAY BE SERVED

Pursuant to Chapter 607.034 of Florida Statutes, the following is submitted in compliance  
with said Act:

GUARAGUAO SHOES CORPORATION desiring to organize under the laws of the  
State of Florida has named Abel Lopez whose address is 4225 E 4 Avenue; Hialeah,  
Florida 33013 as Registered Agent to accept service of process within the State.

  
Abel Lopez

02 FEB 13 AM 11:41  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT:

Having been named as Registered Agent and to accept service of process for the above  
named corporation at the place designated in this certificate, I hereby accept the  
appointment and agree to act in this capacity. I further agree to comply with the  
provisions of all statutes relating to the proper and complete performance of my duties,  
and I am familiar with and accept the obligations of my position as Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7 day of  
February, 2002, at Miami, Dade County, Florida.

  
Abel Lopez  
Registered Agent