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**Florida Department of State
Division of Corporations
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**SECRETARY OF STATE
DIVISION OF CORPORATIONS**

FLORIDA PROFIT CORPORATION OR P.A.

Joe's Clothing Co.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 25, 2002

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SUBJECT: JOE'S CLOTHING CO.
REF: W02000004957

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ARTICLES OF INCORPORATION

OF

JOE'S CLOTHING CO.

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DIVISION OF CORPORATIONS
02 FEB 26 AM 8:34

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I-NAME

The name and initial address of this corporation shall be JOE'S CLOTHING CO., 777 N.W. 72ND AVENUE, STE. 3AA19, MIAMI, FLORIDA 33126.

ARTICLE II-DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless soon dissolved according to law

ARTICLE III- PURPOSE

The general purpose for which the corporation is organized is to engage in any and all activities and/or transactions permitted under the laws of the United States and the State of Florida.

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ARTICLE IV- STATED CAPITAL

The corporation is authorized to issue the following capital stock: 1,000.00 (One Thousand Dollars).

<u>No. of shares</u>	<u>Classification</u>	<u>Par Value</u>
JOSE MAYA	President	50%
MARSHA MAYA	Vice Pres./Treas.	50%

Subject to Section 46 of the Florida Business Corporation Act, every shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the corporation is JOSE MAYA, whose address is 777 N.W. 72ND AVENUE, STE. 3AA19, MIAMI, FLORIDA 33126.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have directors as shall be determined by the bylaws, but shall not be less than one (1). The number of directors may be increased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The name and street address of the initial director of this corporation is:

JOSE MAYA

777 N.W. 72ND AVENUE, STE. 3AA19
MIAMI, FLORIDA 33126

ARTICLE VIII - SHAREHOLDERS PROPERTY

The private property of the shareholders shall not be subject to the payment of the corporation's debts.

ARTICLE IV - AMENDMENTS TO ARTICLES

These articles of incorporation may be amended in the manner provided by law.

ARTICLE X - REGISTERED AGENT

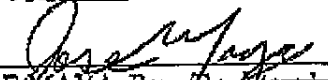
The initial registered office of this corporation shall be JOSE MAYA. The initial registered agent at that address shall be 777 N.W. 72ND AVENUE, STE. 3AA19, MIAMI, FLORIDA 33126.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him/her in connection

with or arising out of any action, suite or proceeding in which he/she may be involved, by reason of his/her being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned this day of , 2002.

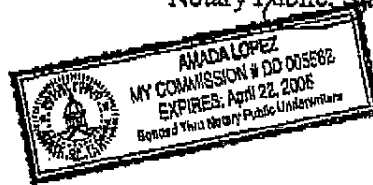

JOSE MAYA, Pres./Registered Agent
Incorporator

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 19 day of FEBRUARY 2002 by Jose Maya, who is personally known to me or has produced as identification and did/did not take an oath.


Notary Public, State of Florida



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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of JOE'S CLOTHING CO., hereby accepts such designation and is familiar with, and accepts, the obligations as provided in Section 607.0505 of the Florida General Corporation Act.


JOSE MAYA
Registered Agent

Dated: 2-14, 2002.

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