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FLORIDA PROFIT CORPORATION OR P.A.

brands of usa, inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

BRANDS OF USA, INC.

ARTICLE I- NAME

The name of the corporation is BRANDS OF USA, INC.

ARTICLE II- ADDRESS

The principal office or mailing address of this corporation shall be located at:

BRANDS OF USA, INC.
225 NE 23RD Street
Suite 1111
Miami, Florida 33137

ARTICLE III- DURATION

This corporation shall exist in perpetuity.

ARTICLE IV- PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

Also, for the business of Exporting and Importing the following goods: cosmetics, mens and women's clothing, textiles, lighters, knives, nail clippers, hair brushes, suite cases, briefcases, handbags, hair products, cosmetics, automobiles, heavy duty equipment, boats all other types of water crafts, scuba diving equipment, kitchen and bathroom products, home furnishings, hospital equipment, chemicals, paints, construction equipment, glass, medicines, toys and gifts of the sort, watches, gem stones and other precious jewelry, computers, stereo equipment and all other electronics, sport equipment, exercise equipment, leather products, safes, office supplies, and all other goods pertaining to wholesale and retail goods that are legal in the state of Florida.

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 225 NE 23rd Street,
Suite 1111, Miami, Florida 33137

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This instrument prepared by:

Joshua J. Hertz, Esquire
Law Office of Joshua J. Hertz, P.A.
801 Brickell Bay Drive
Four Ambassadors
Lobby Area, Box #10
Miami, Florida 33131
Phone (305) 374-0374
FBN: 0524085

ARTICLE VI- CAPITAL STOCK

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

ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director initially. The number of directors may be either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors and officers of this corporation are:

Director, President & Secretary: Huseyin Hakan Sayin
225 NE 23rd Street
Suite 1111
Miami, Florida 33137

Director, Vice President &
Treasurer: Ertan Alev
225 NE 23rd Street
Suite 1111
Miami, Florida 33137

ARTICLE VIII- INCORPORATOR

The name and address of the person signing these Articles is:

Huseyin Hakan Sayin
225 NE 23rd Street
Suite 1111
Miami, Florida 33137

ARTICLE IX- BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X- POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI- INDEMNIFICATION

This corporation shall indemnify any former officer or directors, to the full extent permitted by law.

ARTICLE XII- AMENDMENT

This 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 subscribed has executed these Articles of Incorporation this 22 day of March, 2002.

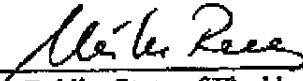


HUSEYIN HAKAN SAYIN

STATE OF FLORIDA
SS
COUNTY OF MIAMI- DADE

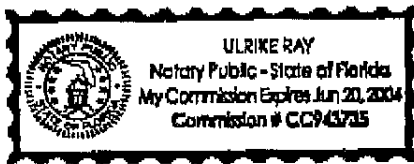
BEFORE ME, the undersigned authority, personally appeared Huseyin Hakan Sayin, to me well known, and known to me to be the individual described in and who executed the foregoing instrument as subscribed hereto.

WITNESS my hand and official seal this 22 day of March, 2002.



Notary Public, State of Florida
Printed Name: Ulrike Ray

My Commission expires:



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DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with the requirements and made a part of the Articles of Incorporation of the corporation.

That, BRANDS OF USA, INC., desiring to organize under the Laws of the State of Florida, with its registered office and agent as indicated in the Articles of Incorporation, has named Huseyin Hakan Sayin, 225 NE 23rd Street, Suite 1111, Miami, Florida 33137 as its Registered Agent to accept service of process within this State.

Acceptance of appointment as
Registered Agent

Huseyin Hakan Sayin

This instrument prepared by:

Joshua J. Hertz, Esquire
Law Office of Joshua J. Hertz, P.A.
801 Brickell Bay Drive
Four Ambassadors
Lobby Area, Box #10
Miami, Florida 33131

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