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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

esther's 46th street, inc.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF

ESTHER'S 46TH STREET, INC.

a Florida Corporation

ARTICLE I: NAME

The name of this corporation is:

ESTHER'S 46TH STREET, INC.

ARTICLE II: DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III: PURPOSE

The corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue sixty (60) shares of NO PAR VALUE common stock, which shall be designated "Common Stock".

Prepared by: Jesus F. Bujan, Esquire
782 N.W. Lejeune Road, Suite 550
Miami, Florida 33126
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Florida Bar No. 401560

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ARTICLE V: PREEMPTIVE RIGHTS

Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INTIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is:

**4530 N.W. 7 AVENUE
MIAMI, FLORIDA 33127**

The name of the initial registered agent of this corporation is:

TONY SUAREZ

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) director(s), initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is (are):

TONY SUAREZ 4530 N.W. 7 AVENUE
 MIAMI, FLORIDA 33127

PABLO E. SUAREZ 4530 N.W. 7 AVENUE
 MIAMI, FLORIDA 33127

TOMAS GIL 4530 N.W. 7 AVENUE
 MIAMI, FLORIDA 33127

JOSE CATA 4530 N.W. 7 AVENUE
 MIAMI, FLORIDA 33127

ARTICLE VIII: INDEMNIFICATION

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

ARTICLE IX: INCORPORATORS

The name and address of the person(s) signing these articles of incorporation is (are):

TONY SUAREZ
4530 N.W. 7 AVENUE
MIAMI, FLORIDA 33127

IN WITNESS WHEREOF, the undersigned subscriber(s) has (have)
executed these Articles of Incorporation this 2 day of
May, 2002.

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared TONY
SUAREZ known to me and known by me to be the person(s) who executed
the foregoing Articles of Incorporation, and acknowledged before me that
he/she executed the same for the purposes therein expressed.

The foregoing instrument was acknowledged before me on this
2 day of May, 2002 by TONY SUAREZ who is personally known to me
or who has produced _____ as identification and who
did take an oath.

Notary Public, State of Florida
My Commission Expires:

OFFICIAL NOTARY SEAL
JESUS F. BUJAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC950241
MY COMMISSION EXPIRES JUNE 25, 2004

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING
AGENT UPON WHOM SERVICE OF PROCESS MAY BE EFFECTIVE**

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following
is submitted:

ESTHER'S 46TH STREET, INC.

desiring to organize or qualify under the laws of the State of Florida, with
its principal place of business in the City of Miami, County of Miami-Dade,
State of Florida, has named:

TONY SUAREZ

as its agent to accept service of process within the State of Florida, with
the registered address as:

**4530 N.W. 7 AVENUE
MIAMI, FLORIDA 33127**

ACKNOWLEDGMENTS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

DATED: THIS 2 DAY OF May 2001.


REGISTERED AGENT

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