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TRANSMITTAL LETTER

June 4, 2002

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*****70.00 *****70.00

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

SUBJECT: CHAE, INC.

Enclosed is an original and (1) copy of the articles of incorporation and a check for \$70.00 (filing fee) from:

MAURICIO E. HODGSON
CHAE, INC.
5462 HOFFNER AVENUE #507
ORLANDO FL 32812

(407) 249-0013

FILED
02 JUN 10 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
FOR

CHAE, INC.

The undersigned, acting as Incorporators of a corporation pursuant to chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I ~ NAME:

The name of the corporation shall be:

CHAE, INC.

ARTICLE II ~ DURATION:

This corporation shall have perpetual existence commencing on the date of the Articles with the Department of State.

ARTICLE III ~ PURPOSE(S):

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, (Florida Statutes), and Import/Export, swimwear & accessories (wholesaler).

ARTICLE IV ~ INITIAL OFFICE:

The principal place of business shall be:

5462 Hoffner Avenue - Suite 507
Orlando, FL 32812

The mailing address shall be:

5462 Hoffner Avenue - Suite 507
Orlando, FL 32812

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ARTICLE V ~ INITIAL REGISTERED AGENT AND ADDRESS:

The name and Florida street address of the initial registered agent is:

Mauricio E. Hodgson
5462 Hoffner Avenue - Suite 507
Orlando, FL 32812

ARTICLES OF INCORPORATION
FOR

CHAE, INC.
(Continued)

ARTICLE VI ~ CAPITAL STOCK:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of One Dollar (\$1.00) par value, common stock, which shall be designated as "Common Shares".

ARTICLE VII ~ PRE-EMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII ~ INITIAL BOARD OF DIRECTORS & INCORPORATORS:

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one director. The name and address of the initial Directors and the Incorporators signing these papers are:

PRESIDENT:

Mauricio E. Hodgson  -June 4, 2002
Signature/Incorporator Date

TREASURER/SECRETARY:

Diana T. Hodgson  June 4, 2002
Signature/Incorporator Date

ARTICLE IX ~ INDEMNIFICATION:

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

ARTICLE X ~ AMENDMENTS:

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the stockholders is subject to this reservation.

ARTICLE XI ~ SPECIAL PROVISIONS:

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officer to accomplish compliance.

ARTICLES OF INCORPORATION
FOR

CHAE, INC.
(Continued)

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Section 607.0501, 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.

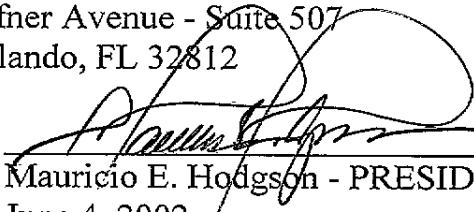
1. The name of the corporation is: CHAE, INC.
2. The name and address of the registered agent and office is:

Mauricio E. Hodgson
5462 Hoffner Avenue - Suite 507
Orlando, FL 32812

SIGNATURE:

TITLE:

DATE:


Mauricio E. Hodgson - PRESIDENT

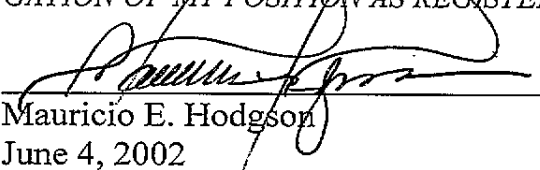
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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

DATE:


Mauricio E. Hodgson

June 4, 2002