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

grupo cottontex II, inc

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ARTICLES OF INCORPORATION OF

GRUPO COTTONTEX II, INC

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contact, hereby forms the corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GRUPO COTTONTEX II, INC

The principal place of business of this corporation shall be: 10294 N.W. 9TH STREET CIRCLE #104 MIAMI, FLORIDA 33172-3223

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding in any one time is 100 shares of common stock having $1.00 per value share, all of one class.

Prepared by:
Montiel Davis & Woodward Kimber, P.A.
111 N.E. 1ST Street 5th Floor
Miami, Florida 33132
Attorney State License #236901
(305) 446-1151

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ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 10294 N.W. 9 Street Circle #104 Miami, Florida 33172-3223 and the name of the initial registered agent of the corporation at that address is: ERIKA MALDONADO

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder 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/her pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

The corporation shall have board of directions consisting of no less than one

director. The initial Board of Directors shall be: ERIKA MALDONADO

ARTICLE VIII. INCORPORATOR

The name and street address of the Incorporator of this corporation is: JORGE BLUTRACH, 10294 N.W. 9 Street Circle #104 Miami, Florida 33172-3223
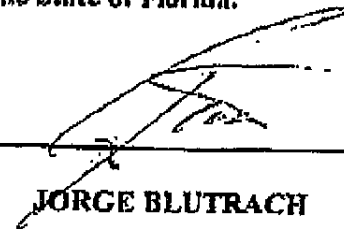
ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X. MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of and the

business and affairs of this corporation shall be managed under the direction of the

shareholders of this corporation. The power to adopt By-Laws is reserved to the

shareholders and may take the form of a shareholder agreement.

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IN WITNESS WHEREOF, We, the undersigned subscribers have hereunto set our

hands and seals the _20_ day of _Junio_ 2002, for the purpose of forming this

Corporation under the laws of the State of Florida.

_____

JORGE BLUTRACH

PRESIDENT

ACCEPTANCE OF APPOINTMENT

The undersigned, designated registered agent in the foregoing Articles of

Incorporation hereby accepts such appointment as registered agent, and state that he is

familiar with and accepts the obligations provided for in Florida Statues 607.0501

IN WITNESS WHEREOF I have hereby set my hand and seal this

_21_ day of _Junio_ 2002.

_____

**ERIKA MALDONADO
REGISTERED AGENT**

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