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LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. LAUREN FASHION INC.
   (Corporation Name) _____ (Document #)
2. _____
   (Corporation Name) _____ (Document #)
3. _____
   (Corporation Name) _____ (Document #)
4. _____
   (Corporation Name) _____ (Document #)

[X] Walk in [X] Pick up time 2-00 [X] Certified Copy

[ ] Mail out [ ] Will wait [ ] Photocopy [ ] Certificate of Status

NEW FILINGS		AMENDMENTS	
[X]	Profit		Amendment
	NonProfit		Resignation of R.A., Officer/Director
	Limited Liability		Change of Registered Agent
	Domestication		Dissolution/Withdrawal
	Other		Merger

OTHER FILINGS		REGISTRATION/QUALIFICATION	
	Annual Report		Foreign
	Fictitious Name		Limited Partnership
	Name Reservation		Reinstatement
			Trademark
			Other

Examiner's Initials

C. BLALOCK JUL 3 0 2002

CR2E031(9/92)

ARTICLES OF INCORPORATION
OF
LAUREN FASHION INC.

The undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporations, for he profit, and subject to the following provisions:

ARTICLE - I

The name of the corporation shall be :   LAUREN FASHION INC

ARTICLE - II

This corporation shall have perpetual existence.

ARTICLE - III

This corporation is organised for the purpose of transacting any, or all lawful business.

ARTICLE - IV

The aggregate maximum number of shares which this corporation shall have authority to issue and have outstanding at any one time is ___1000___ shares of common stock at $ 2.00
   Two Dollar
(_____) per share.

ARTICLE - V
Principal·
The post office address of the initial registerd office of this corporation in the State Of Florida is :
7830 WEST 8TH AVENUE, HIALEAH, FL. 33014
The name of the initial registered agent at such address is :   ADALBERTO DIEZ

ARTICLE - VI

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of Directors, not less than one, no more than seven, and shall be fixed by resolution of the stockholders at a regular or special meeting, subject to the manner of holding such meetings prescribed by the by - laws

ARTICLE - VII

The board of Directors may from time to time move the registered office to any other address in Florida whenever the Directors may deem necessary or expedient.

ARTICLE - VIII

The name and post office address of the members of the Board of Directors who shall serve as members thereof are as follows:

BOARD OF DIRECTORS	ADDRESS
Adalberto Diez (President)	7830 West 8TH Avenue, Hialeah, Fl. 33014
Mayra Diez (Secretary)	7830 West 8TH Avenue, Hialeah, FL. 33014

The name and the post office address of the subscribers to these Articles of Incorporation and the number of shares of stock each agree to take is :

NAME	ADDRESS	NO. OF SHARES
Adalberto Diez	7830 West 8TH Avenue, Hialeah, FL. 33014	600

ARTICLE -IX

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of the Articles of Incorporation, shall have all the general and additional power now conferred upon it by the law.

ARTICLE -X

Amendments to the Articles of Incorporation, Merger, Consolidation or Dissolution shall be approved and submitted to the Stockholders for unanimous approval. Thirty days notice shall be provided.

ARTICLE - XI

Shareholders of the corporation shall have preemptive rights to acquire their prorata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of their corporations shares of property through merger of the extinguishment of debts.
Preemptive rights (NOT) apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.
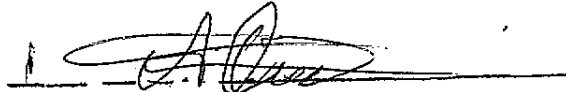These articles pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.
No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and signature, this

_____23_____ day of __July   2002__ , _____

STATE OF FLORIDA (

COUNTY OF DADE   (SS

BEFORE ME, the undersigned authority, duly authorized to administer oath and take acknowledgements, personally appeared :
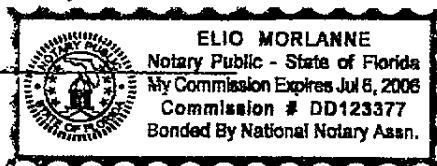
ADALBERTO DIEZ

Who first being duly sworn, executed the foregoing ARTICLES OF INCORPORATION, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official Seal a Miami, Dade County Florida, this _____23_____ day of __July 2002__ , 19

NOTARY PUBLIC STATE OF
FLORIDA

My Commission Expires

ELIO MORLANNE
Notary Public - State of Florida
My Commission Expires Jul 6, 2006
Commission # DD123377
Bonded By National Notary Assn.

CERTIFICATE DESIGNATING CHANGE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of chapter 48.091, Florida statutes, the is submitted, in compliance with said Act:

First - That

LAUREN FASHION INC.

qualified to do business under the laws of the State of Florida with its principal office at 7830 West 8TH Avenue, Hialeah, FL. 33014 of State of

has appointed

ADALBERTO DIEZ

(Street address and number of building, Post Office Box of acceptable).
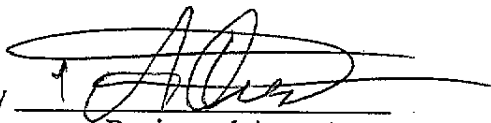
City of HIALEAH County of DADE

State of, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT : (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By _____
(Registered Agent)