



800-71 Street / Corner Bonita Dr.
Miami, Florida 33141

Fax: (305) 864-3379

Telephone: (305) 868-5365

September 09, 2002

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/12/02-01029-018
*****78.75 *****78.75

In Re: Incorporation of Fine Fashion, Inc.

Dear Gentlemen:

Please find enclosed the Articles of Incorporation and Resident Agent Designation Form for Fine Fashion, Inc. which should be duly filed and a conforming copy returned to us.

The corresponding incorporation fee has been attached hereto pursuant to your posted fee schedule.

The conforming and recorded copy together with the Certificate of Incorporation should be returned to us at the following address:

Fine Fashion, INC.
C/O A & T Accounting and Tax Service, Inc.
7098 Bonita Drive
Miami Beach, Florida 33141

02 SEP 12 PM 2:18
RECEIVED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FILED

We appreciate your special attention and assistance in processing our request.

In the event you should have any questions, please do not hesitate to call us at (305) 868-3363 or write to us at the above styled address.

Sincerely yours,

Anthony Trullenque, Esq.

BM 9/13

ARTICLES OF INCORPORATION
OF
FINE FASHION, INC.

The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida, and we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

ARTICLE ONE
NAME

The name of the corporation is:

FINE FASHION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The general nature and purpose of this corporation is to engage in the following activities:

A.) The authority to engage in racing activities and transact, within and without the State of Florida or the

United States, any and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which corporations may be incorporated under Chapter 607 of the Florida Statutes;

B.) The Corporation may more particularly engage in the following businesses and/or activities:

1.) To engage in the retail and wholesale industry for the manufacture, design, sale and distribution of luxury goods, including but not limited to womens apparels and clothing, accessories, perfumes and cosmetics, sunglasses, glasses, frames, mens clothing and accessories and childrens clothing and apparels. The manufacture, design, sale and distribution of said goods and merchandise shall extend to all U.S. Domestic markets and all international markets worldwide.

2.) To engage in the business of wholesale and retail sales of any and all merchandise including but not limited to durable and non durable goods, shoes, accessories, fanatasy jewelry, leather articles, purses, handbags, wallets, furniture, furnishings, commercial and industrial equipment and machinery, commodities and merchandise of any kind and nature;

3.) To engage in the business of designing, creating, distributing and selling all of above mentioned lines from any designated location throughout the world.

4.) To engage in any business or enterprise arising from or in connection with the manufacture, design, sale and distribution of luxury goods, including but not limited to womens apparels and clothing, accessories, perfumes and cosmetics, sunglasses, glasses, frames, mens clothing and accessories and childrens clothing and apparels.

5.) To engage in the business of importing and Exporting commodities, goods and any and all other materials, supplies and exportable/importable items permitted under the respective laws of the corresponding jurisdiction;

6.) To engage in the travel business and develop a business in the field of tourism which includes but is not limited to tourist guide services, travel services and any and all activities arising from and in connection with tourism;

7.) To engage in the money brokerage business as permitted under the respective jurisdiction in which said business shall be effected;

8.) The real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate , deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any

interest or right therein;

9.) Furthermore, the corporation may take lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties;

10.) And may carry on a general construction, contracting, building, and realty management business, as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity;

11.) And engage in any and all real estate activities both domestic and foreign and effect the purchase and sale of all kinds of real estate property of whatever nature and wherever situated.

ARTICLE FOUR
CAPITAL STOCK

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be ten thousand (10,000)

shares. Each share representing 1/10,000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

ARTICLE FIVE
REGISTERED AGENT AND CORPORATE OFFICE

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

Anthony L. Trullenque, Esq.
7098 Bonita Drive
Miami Beach, Florida 33141

The corporate address and/or corporate headquarters shall be located at:

900 Bay Drive, Ste. # 614
Miami Beach, Florida 33141

ARTICLE SIX
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The name and addresses of the initial directors of the corporation are:

Blandine Faivre
900 Bay Drive, Ste. # 614
Miami Beach, Florida 33141

ARTICLE SEVEN INCORPORATORS

The initial incorporators are as follows:

Blandine Faivre
900 Bay Drive, Ste. # 614
Miami Beach, FLorida 33141

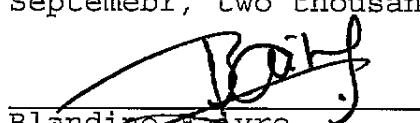
ARTICLE EIGHT
BY-LAWS

The initial By-laws of this corporation shall be adopted by the directors and shall be altered, amended or repealed from time to time by the Board of Directors.

ARTICLE NINE
AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and and I have accordingly set my hand and seal this 7th day Septemebr, two thousand and two (2002).


Blandine Faivre
Incorporator

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE) S.S.

BEFORE ME, a Notary Public authorized to take ...
acknowledgments in the State of Florida, County of Dade,
and City of Miami Beach, personally appeared :

Blandine Faivre

and known to me and known by me to be the person who
executed the foregoing Articles of Incorporation.

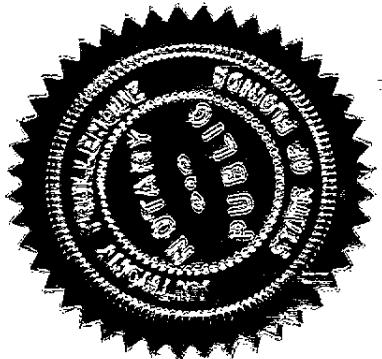
IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid,
this 7th day of September, two thousand and two (2002).

My commission expires:



Anthony L. Trullenque
Commission # CC973237
Expires Nov. 21, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Notary Public, State of Florida



DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE FLORIDA STATUTES, the following is
submitted in compliance with said Statutes:

FINE FASHION, INC.
FIRST--That FINE FASHION, INC.
is qualified to do business under the laws of the State of
Florida with its principal office at 900 Bay Drive, Ste.
614, Miami Beach, Florida 33141, County of MIAMI-DADE State
of FLORIDA, and has appointed Anthony L. Trullenque,
Esq., located at 7098 Bonita Drive, Miami Beach, Florida
County of MIAMI-DADE, as its agent to accept Service of
Process within this State.

ACKNOWLEDGMENT (must be signed by Designated Agent)

Having been named to accept Service of Process for the
above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity and
further agree to comply with the provision of said Statutes
relative to keeping open said office.

BY:


Anthony L. Trullenque, Esq.
Resident Agent