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02 DEC 19 AM 10:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
SUPER FASHIONS XXXII, INC.

FILED
02 DEC 19 AM 10:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME:

The name of the corporation shall be: SUPER FASHIONS XXXII, INC.

ARTICLE II. PURPOSE:

The general nature of the business to be transacted by the corporation shall be any lawful purpose, including but not limited to the following:

- A. To operate a business of retail of women apparel.
- B. To finance the purchase of goods belonging or to be acquired by this corporation or any other person, firm or corporation.
- C. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and with goods, wares, merchandise of every class and description.
- D. To acquire and pay for in cash, stock or bonds of this corporation, or otherwise the goodwill, rights, assets and property, and to undertake or assume the whole or any part of the obligation or liabilities of any person, firm, association or corporation.

ARTICLE III. DURATION:

The corporation shall have perpetual existence.

ARTICLE IV. STOCKS:

The maximum number of shares that the corporation is authorized to have outstanding at any time shall be 500 shares of par value of One Dollar (\$1.00) per share, all of which shall be common stock of the same class.

ARTICLE V. CAPITAL:

The amount of capital with which this corporation will begin business shall be in the sum of Five Hundred Dollars. (\$500.00)

ARTICLE VI. OFFICES:

The principal office of the corporation shall be located at: 1736 N. W. 20th. Street, in the City of Miami, County of Miami-Dade, State of Florida.

ARTICLE VII. REGISTERED AGENT:

The initial registered agent shall be Ms. Coralia Merlo, at: 1736 N. W. 20th. Street, Miami, Florida, 33142

ARTICLE VIII. DIRECTORS:

The number of directors for this corporation shall be not less than one (1) nor more than five (5).

ARTICLE IX. BOARD OF DIRECTORS:

The name(s) and post office addresses of the member(s) of the first Board of Director(s) who, subject to the provisions of the by-laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follow:

Coralia Merlo
1736 N. W. 20th. Street
Miami, Florida 33142

President/Secretary/Director

ARTICLE X. SUBSCRIBERS:

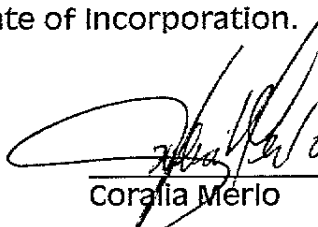
The name(s) and post office address of each subscriber to the Certificate of Incorporation, and the number of shares which each agree to take are as follows:

Coralia Merlo	500 shares - \$1.00 par value	\$ 500.00
1736 N. W. 20th. Street		
Miami, Florida, 33142		

ARTICLE XI. BY-LAWS.

The power to adopt, alter, amend or appeal by-laws shall be vested in the Board of Directors and in the shareholders.

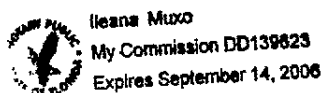
IN WITNESS WHEREOF the parties have hereunto made, subscribed and acknowledged this Certificate of Incorporation.

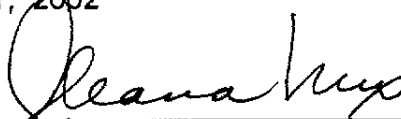

Coralia Merlo (SEAL)

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that this day personally appeared Coralia Merlo, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation and she acknowledge the said Certificate to be the act and deed of the signer and that the facts therein set forth are true.

WITNESS my hand and official seal at the City of Miami, Said County and State, this 5th. day of December, 2002





NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:

CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED.

WITNESSETH:

That SUPER FASHIONS XXXII, INC... desiring to organize under the Laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami, has named Coralia Merlo, whose address is 1736 N. W. 20th. Street, Miami, Florida, 33142, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of SUPER FASHIONS XXXII, INC. to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation and agree to comply with the applicable provisions of the Florida Statutes, this 5th. day of December, 2002


Coralia Merlo
REGISTERED AGENT.

02 DEC 19 AM 10:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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