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PICK-UP WAIT	MAIL
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LAZARUS CORPORATE FILING	G SERVICE			
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TERESA ROMAN (TALLAHASSEE REP.	RESENTATIVE)			
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CORPORATION NAME(S) & DOC	ÇUMENT NUMI	BER(S) (if known):		
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<u>ARTICLES OF INCORPORATION</u> <u>OF</u> <u>CAPRI'S BOUTIQUE, INC.</u>

THE UNDERSIGNED incorporated hereby makes, subscribes, acknowledges and files with the Department of State this corporation for profit in accordance with the law of the State of Florida.

ARTICLE I NAME OF CORPORATION

The name of the corporation shall be:

CAPRI'S BOUTIQUE, INC.

ARTICLE II NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation shall be to engage in any lawful act permitted under the laws of the United States of America and of the State of Florida, as limited by the provisions of the Florida Corporation Act.

ARTICLE III CAPITAL STOCK

The maximum number of shares of capital stock authorized be issued by this corporation shall be **ONE HUNDRED SHARES** of common stock with no par value.

Each of said shares of stock should entitle the holder to on vote at any meeting of the stockholders. All or any part of said capital stock might be paid in cash, in property (other than stock securities) or in labor or services at a fair valuation to be fixed by the incorporator. All stock, when issued, shall be fully paid for and shall be non-assessable.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than FIVE HUNDRED DOLLARS (\$ 500.00).

ARTICLE V TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI PRINCIPLE OFFICE

The following shall be the street and principal office of this corporation, but this corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices in their places of business at such other places within or without the State of Florida that may be deemed expedient:

7751 WEST 28TH AVENUE STE 4, HIALEAH, FL 33016

ARTICLE VII BOARD OF DIRECTORS

This corporation shall have not less than two directors initially. The number of directors may be increased or diminished from time to time, by the By-laws adopted by the stockholders. The names and street addressee of the members of the first Board of Directors is:

MAVEL POYATO
PRESIDENT & SECRETARY

8565 NW 168TH TERRACE MIAMI LAKES, FL 33016

PATRICIA ELIZABETH BARRERA VICE-PRESIDENT & TREASURY 8565 NW 168TH TERRACE MIAMI LAKES, FL 33016

ARTICLE VIII SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation, and the number of shares of stock, which they agree to take, are:

MAVEL POYATO 50 SHARES 8565 NW 168TH TERRACE MIAMI LAKES, FL 33016

PATRICIA ELIZABETH BARRERA 50 SHARES 8565 NW 168TH TERRACE MIAMI LAKES, FL 33016

ARTICLE IX REGISTER AGENT

Register Agent:

MAVEL POYATO 8565 NW 168TH TERRACE MIAMI LAKES, FL 33016

ARTICLE X AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of theses Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto set their hands and seal day of February, 2003.

MAYAL POYATO

PATRICIA E. BARRERA

STATE OF FLORIDA COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MAVEL POYATO and PATRICIA ELIZABETH BARRERA known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and seal, This 26th day of <u>February</u>, 20<u>03</u>.

Notary Public
Personally Known

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

In pursuance of Chapter 48.091, Florida Statues, the following is submitted, in compliance with said Act: That **CAPRI'S BOUTIQUE, INC.** desiring to organize under the laws of the State of Florida, with its principal office at 7751 West 28th Avenue Suite 4, Hialeah, Fl 33016 County of Miami-Dade, have named, **MAVEL POYATO** and **PATRICIA ELIZABETH BARRERA** as its agent service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated people, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity) and agrees to comply with the provisions of said Act relative to keeping open said office.

MAVEL POYATO

PATRICIA E. BARRERA

STATE OF FLORIDA COUNTY OF MIAMI-DADE

Sworn to and subscribed before me Today 26^{TH} of February, 2003.

My Commission Expires: