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

1. CLARITZA FASHION, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

Examiner's Initials

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION OF
CLARITZA FASHION, INC.**

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I – NAME

The name of this corporation is CLARITZA FASHION, INC. (Hereinafter referred to as the "Corporation").

ARTICLE II – PRINCIPA OFFICE

The initial address of the principal office of the Corporation is 1857 N.W. 20 Street, Miami, Florida 33142 and the initial mailing address of the Corporation shall be 1857 N.W. 20 Street, Miami, Florida 33142.

ARTICLE III – COMMENCEMENT & DURATION

This Corporation shall have perpetual existence. The commencement of this corporation's existence shall be at the time of filing of these Articles of Incorporation.

ARTICLE IV – PURPOSE

The primary purpose of this Corporation is to engage in the practice of Whole Sale and Retail sale of Woman's Wearing apparel business, and any business permitted under the laws of the United States and of Florida.

ARTICLE V – CAPITAL STOCK

The numbers of shares of stock that this corporation is authorized to issue is: 500 (five hundred) and it shall have no designated per value. The shares will be issued in the manner prescribed by the Board of Directors. Notwithstanding, anything in these Articles of Incorporation, this Corporation is authorized to issue only one class of stock and such stock shall be designated as common stock.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Diana E. Iser whose address is 14005 S.W. 154 Street, Miami, Florida 33177, upon whom in any action or proceeding against this corporation may be served.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

This Corporation shall have one initial Director on the initial Board of Directors one who is an incorporation of this Corporation.

The initial Director on the initial Board of Directors shall remain on the initial Board of Directors until the first election of the Board of Directors to be held in a manner and at the point in the time prescribed by the bylaws adopted by this Corporation as amended from time to time. The number of directors may be increased or decreased from time to time in accordance with the bylaws adopted by this Corporation as amended from time to time. Notwithstanding anything in these articles of Incorporation the number of directors on the Board of directors shall never be less than (1). The names of the initial director on the initial Board of directors is:

| NAME | TITLE |
|-----------------|---------------------|
| Claritza Potter | Director –President |

ARTICLE VIII – OFFICERS

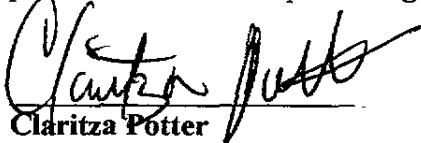
This Corporation shall have one initial office. President: Claritza Potter, address: 1857 N.W. 20 Street, Miami, Florida 33142.

ARTICLE IX – INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or former Officer or Director, to the full extent permitted by law.

ARTICLE X – INCORPORATOR

In order to incorporate this Corporation and in order to effectuate the governance with these Articles of Incorporation, the undersigned incorporator acknowledges the above provisions with his respective signatures:


Claritza Potter
President

1857 N.W. 20 Street
Miami, Florida 33142

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED THIS 21ST DAY OF FEBRUARY 2003.

BY


DIANA E. ISER - REGISTERED AGENT