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(Requestor's Name)

(Address)

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PICK-UP WAIT MAIL

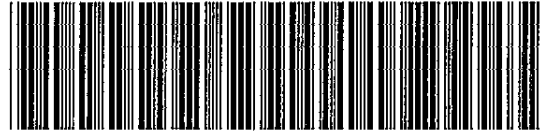
(Business Entity Name)

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TALLAHASSEE, FLORIDA

MAR 19 2003

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Fashion Elegance, Inc.

Signature _____

Requested by: _____

Name

3/18/03
Date

10:19
Time

Walk-In _____

Will Pick Up _____

Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

Cert. Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____

ARTICLES OF INCORPORATION
OF
FASHION ELEGANCE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation: Fashion Elegance, Inc.

ARTICLE TWO
CORPORATE DURATION

The duration of the corporation is to be perpetual.

ARTICLE THREE
PURPOSE

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

This Document Prepared by:
Frank P. Cuneo, Esq.
Florida Bar No. 123188
44 West Flagler Street, 25th Floor
Miami, Florida 33130
Tel No: 305-379-0400
Fax No: 305-379-9626

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**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 100 Shares. Such shares shall be of a single class, and shall have a par value of One Dollar (1.00) per share.

**ARTICLE FIVE
PRINCIPAL OFFICE**

The principal place of business of this corporation shall be: 359 Miracle Mile, Coral Gables, Florida, 33134.

**ARTICLE SIX
MAILING ADDRESS**

The mailing address of this corporation shall be: 359 Miracle Mile, Coral Gables, Florida, 33134.

**ARTICLE SEVEN
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 44 West Flagler Street, 25th Floor, Miami, Florida, 33130, and the name of its initial registered agent at such address is Frank P. Cuneo.

**ARTICLE EIGHT
DIRECTORS**

The Number of directors constituting the initial Board of Directors of the Corporation shall be one (1) Director.

Carlos Julio Miranda - Director

**ARTICLE NINE
OFFICERS**

The original Officers of this Corporation shall be:

Carlos Julio Miranda - President, Treasurer, Secretary

**ARTICLE TEN
INCORPORATORS**

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Frank Cuneo, Esq.	44 West Flagler Street 25 th Floor Miami, Florida 33130

**ARTICLE ELEVEN
INDEMNIFICATION**

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

**ARTICLE TWELVE
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

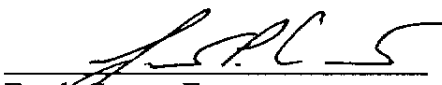
**ARTICLE THIRTEEN
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE FOURTEEN
AMENDMENTS**

These articles of incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHERETO, I Frank Cuneo, being the incorporator of this Corporation, make and file these articles of incorporation this 17th day of March 2003.



Frank Cuneo, Esq.
Florida Bar No: 123188

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the Corporation is:

Fashion Elegance, Inc.

The name and address of the registered agent and office is:

Frank P. Cuneo
44 West Flagler Street, 25th Floor
Miami, Florida 33130

Having been made as registered agent and 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.

Signature _____

F.P.C.

Date _____

3/17/03

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