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Florida Department of State  
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To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : KLEIN AND FORTUNE, P.A.  
Account Number : 072720000075  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**X & Fashion, Inc.**

Certificate of Status	0
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Page Count	05
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**ARTICLES OF INCORPORATION**  
- of -  
**X & Fashion, Inc.**

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter, and I do make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation, and to that end I do by these Articles set forth:

**ARTICLE I**  
**NAME**

The name of the corporation shall be: **X & Fashion, Inc.**

**ARTICLE II**  
**DURATION**

The duration of the corporation shall be perpetual unless sooner dissolved according to law.

**ARTICLE III**  
**PURPOSE**

The general nature of the business, objects and purposes proposed to be carried on and transacted, are to do any or all lawful business for which corporations may be incorporated under the laws of the State of Florida including but not limited to the following:

- (a) Import clothing, clothing apparel, and clothing accessories for re-sale.
- (b) All lawful purposes.
- (c) The purposes specified herein shall be construed both as powers and purposes and shall in no wise be limited to or restricted by reference to, or inference from, the terms of any other clause in this or any other Article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms of or the general powers of the corporation under the laws of the State of Florida; nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed;
- (d) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, and in general to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth herein.

#### **ARTICLE IV SHARES**

The aggregate number of shares of stock which the corporation is authorized to issue and have outstanding at any time Five hundred (500) shares of Common stock, which shall have a par value of One Dollar (\$1.00) per share.

#### **ARTICLE V PRINCIPAL OFFICE**

The street address of the principal office of the corporation in the State of Florida is: 2451 Brickell Avenue, #7A, Miami, Florida 33129; and the name of the corporation's initial Registered Agent at such address is Maria Ximena Ramirez.

The Stockholders may, from time to time, move the principal office to any other address in the State of Florida.

#### **ARTICLE VI DIRECTORS**

The number of directors of this corporation shall be not less than one (1). The number of directors may be increased from time to time by the By-Laws.

The name and address of the initial Board of Directors of this corporation is:

Maria Ximena Ramirez  
2451 Brickell Avenue, #7A  
Miami, Florida 33129

#### **ARTICLE VII INCORPORATOR**

The name and address of the incorporator of this corporation is:

Maria Ximena Ramirez  
2451 Brickell Avenue, #7A  
Miami, Florida 33129

#### **ARTICLE VIII ADDITIONAL POWERS**

The Directors of the corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter and repeal the By-Laws and to set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

(a) The corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

(b) The private property of the stockholder shall not be subject to the payment of the corporate debts to any extent whatsoever.

(c) The corporation shall have full power and lawful authority to accept property, real, personal or mixed; labor and services (whether such services are preformed prior to or after issuance of stock, provided that if the stock is issued prior to the rendition of the services, the shareholder shall execute a written promise to provide such services) in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(d) The shares of capital stock of the corporation, when certificates thereof shall be issued, shall be fully paid and non-assessable.

(e) Shares of the capital stock of the corporation shall be transferred only on the books of the corporation by the holders thereof in person, or by their attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

(f) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation and Certificate of Incorporation in any manner now or hereafter prescribed by law, and all rights confessed on officers, directors and stockholders herein are granted subject to this reserves.

#### **ARTICLE IX DIRECTOR ACTION**

The directors of this corporation may take action by written consent as provided by law.

#### **ARTICLE X INDEMNITY**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XI PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights as provided in Florida Statute §607.0630 (2), as same may be amended from time to time.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal, at  
Hollywood, Broward County, Florida, on September 22, 2003.

  
\_\_\_\_\_  
Maria Ximena Ramirez

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged to me on September 22, 2003, by Maria Ximena  
Ramirez who has produced a Florida Driver's License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:



Kevin P. Mason  
Commission # DD081019  
Expires Dec. 26, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, X & Fashion, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation located at 2451 Brickell Avenue, #7A, Miami, Florida 33129, has named Maria Ximena Ramirez, located at 2451 Brickell Avenue, #7A, Miami, Florida 33129 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 place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Maria Ximena Ramirez, Registered Agent

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