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Florida Department of State
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04 MAY -5 AM 9:11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FLORIDA PROFIT CORPORATION OR P.A.
day & night fashions, inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DAY & NIGHT FASHIONS, INC.

We the undersigned incorporate for the purpose of becoming a Corporation under the laws of the State of Florida, providing for the formation, rights,--- privileges, immunities and liabilities of incorporation for profit and subject to the following provisions

ARTICLE I

The name of the Corporation shall be:
DAY & NIGHT FASHIONS, INC.

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

This Corporation is organized with the purpose to engage in the transaction of retail, wholesale, distributor of all fashion, including clothing, shoes, etc. and any other activities permitted under the laws of the State of Florida and of the United States of America.

ARTICLE IV

The aggregate maximum number of shares which this Corporation shall have authority to issue and have outstanding at anyone time is: 500 Shares at One Dollar.

ARTICLE V

This Corporation shall begin business with no less than Five Hundred Dollars.

ARTICLE VI

The post office address of the principal office of this Corporation shall be:
9542 S.W. 40 Street, Miami, Florida 33183.

ARTICLE VII

The name and address of the initial Registered Office of this Corporation is:
Elena Garcia, 9542 S.W. 40 Street, Miami, Florida 33183.

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ARTICLE VIII

The business of the Corporation shall be managed by a Board of Directors and the number of Directors, no less than one, no more than five and shall be fixed by resolution of the stockholders at regular or special meetings, - subject to the manner of holding such meetings prescribed by the By-Laws.

ARTICLE IX

The name and post office address of the members of the Board of Director who shall serve as members thereof, are as follow:

NAME	OFFICE	ADDRESS
Elena Garcia	President and Secretary	9542 S.W. 40 Street Miami, Florida 33183.

ARTICLE X

Distribution to Incorporators is as follows:

Elena Garcia	500 Shares	\$500.00 Value
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ARTICLE XI

Each stockholder before offering to sell or otherwise dispose of the stock of this Corporation, owned by him, first offer such stock to the remaining stockholders of this Corporation and obtaining their refusal to purchase -- same, proceed to sell at the Fair Market Value thereof.


ARTICLE XII

Amendments to the Articles of Incorporation, Merger, Consolidations or Dissolution, shall be approved and submitted to the Stockholders for -- Approval 51% of all votes will be necessary and thirty days notice shall be provided.

ARTICLE XIII

This Corporation shall have full power to carry on and transact each or all business enumerated in Article III of this Articles of Incorporation. Shall have all the general and additional powers now conferred upon it by the laws and the By-Laws.

In Witness thereof, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this 5th Day of May 2004.


Elena Garcia - Incorporator

STATE OF FLORIDA)

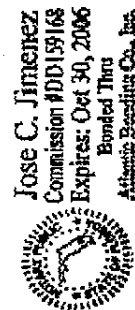
Before me, the undersigned authority duly authorized to administer oath and take acknowledgment, personally appeared :

ELENA GARCIA

who after first being duly sworn, executed the foregoing ARTICLES OF INCORPORATION, freely and voluntarily for the purpose therein expressed .

IN WITNESS THEREOF, I have hereunto set my hand and official seal, at Miami, said County and State, this 5th Day of May, 2004.

Jose C. Jimenez
Prepared By: Jose C. Jimenez, B.B.A. (Accountant & Notary Public)
454 N.W. 22nd Avenue, Suite 209, Miami, Florida 33125, Tel. 541-4714



CERTIFICATE OF DESIGNATION
REGISTERED AGENT - REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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: DAY & NIGHT FASHIONS, INC.

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The name and address of the Registered Agent and office is: Elena Garcia
9542 S.W. 40th Street, Miami, Florida 33183.

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Elena Garcia
Corporate Officer

Title: President
Date: May 5th 2004.

Having been named to accept service of process for the above stated --
Corporation, at the place designated in this certificate, I hereby agree to
act in this capacity, and further agree, to comply with the provisions of
all statutes relative to the proper and complete performance of my duties
and accept the duties and obligations of Section 607.325, Florida Statutes.

Elena Garcia
Elena Garcia, Registered Agent, accepting office

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