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

1. HONEYDEW FASHIONS INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
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<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	
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<input type="checkbox"/>	Limited Partnership
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

HONEYDEW FASHIONS INC.

I, the undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I
Name of Corporation

1. The name of the Corporation shall be: **HONEYDEW FASHIONS INC.**

ARTICLE II
Nature Of Business

This corporation may engage in or transact any or all activities or business permitted under de laws of the United States of America and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III

Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is: Five Hundred (500) of common stock with a nominal value of \$1.00 per share.

ARTICLE IV

Term of Existence

This corporation is to exist perpetually.

ARTICLE V

Principal Place of Business

The initial street address in this state of the principal office of this corporation is: 14174 NW 88th Court, Miami, Miami-Dade County, Florida. The Board of Directors may, from time to time, move the principal office and the mail address to any other address in Florida.

ARTICLE VI
Directors

This corporation shall have no less than two directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

ARTICLE VII
Initial Directors

The name and street address of the members of the first Board of Directors is:

Ofelia Moreira	14174 NW 88th Court Miami, Fl 33018
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ARTICLE VIII
Subscribers

The name and street address of the subscriber of these Articles of Incorporation, the number of shares of stock which he (she) agree to take and the value of the consideration therefore is:

:			
NAME	ADDRESS	SHARES	CONSIDERATION
Ofelia Moreira, 14174 NW 88th Ct., Miami, Fl. 33018		500	\$500.00

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TALLAHASSEE, FLORIDA

ARTICLE IX
Registered Agent

The initial designation of the registered office of this corporation shall be: **14174 NW 88th Ct., Miami, FL 33018**, and the registered agent shall be:

Ofelia Moreira

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: *Ofelia Moreira*
Registered Agent

ARTICLE X
Amendment

The 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 by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' 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 these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator above named, have hereunto set my hands and seals this 30th day of July, 2004.

Ofelia Moreira