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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

IPANEMA JEANS, INC

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 21, 2005

EXPRESS CORPORATE FILING SERVICE INC.

SUBJECT: IPANEMA JEANS, INC.
REF: H05000041888

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please correct the spelling of the city in the principal office and registered agent address. (Ocoee)

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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DIVISION OF CORPORATIONS

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**CERTIFICATE OF INCORPORATION
OF**

IPANEMA JEANS, INC

The undersigned hereby associate us together 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.

ARTICLE I

The name of the corporation should be:

IPANEMA JEANS, INC

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of non par value. All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which its corporation may begin doing business shall be not less than Five hundred dollars (\$500.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is: 9401 WEST COLONIAL DR, SUITE 118 - OCOEE - FL 34761. The

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board of directors may from time to time move the principal office to any other address in the State of Florida. The registered address of the corporation is 9401 WEST COLONIAL DR, SUITE 118, OCOEE, FL 34761. The registered agent at the address is ANTONIO DESOUZA.

ARTICLE VIII

A board of directors consisting of no less than one or more than five directors shall manage the business of the corporation. A quorum for the holding of a meeting of the board of directors and for the transactions of any business which will be properly done by the directors on behalf of the corporation shall consist of majority of members thereof, but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an executive committee.

ARTICLE IX

The names and post office of the members of the first board of directors and the slate of corporate officers are as follows:

ANTONIO DESOUZA
PRESIDENT

8249 VIA VERONA
ORLANDO, FL, 32836

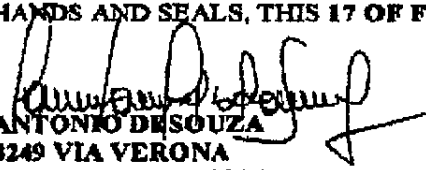
TANIA LORENCETTE DESOUZA
VICE-PRESIDENT

8249 VIA VERONA
ORLANDO, FL, 32836

ARTICLE X

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE SERVICE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, WE THE INCORPORATOR HEREUNTO SET OUR HANDS AND SEALS, THIS 17 OF FEBRUARY OF 2005.


ANTONIO DESOUZA
8249 VIA VERONA
ORLANDO, FL, 32836

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO
PROCESS MAY BE SERVED.**

Pursuant to the provisions of the section 607.0501, Florida Statutes, the Undersigned Corporation organized under the laws of State of Florida.

The name of the corporation is **IPANEMA JEANS, INC**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at city Of Orlando, State of Florida has named: **ANTONIO DESOUZA** located at **8249 VIA VERONA - ORLANDO, FL, 32836** agent to accept process in State of Florida County of WINTER GARDEN.

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 positions as Registered Agent..


ANTONIO DESOUZA
REGISTERED AGENT

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