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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

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TALLAHASSEE, FL 32304

FLORIDA PROFIT CORPORATION OR P.A.

EXITO SA, INC.

Certificate of Status	0
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J. Shivers APR 07 2005

ARTICLES OF INCORPORATION
OF
EXITO SA, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

EXITO SA, INC.

The principal place of business and mailing address of this corporation shall be:

9737 NW 41ST St. #414
Miami, Fl 33178

ARTICLE II NATURE OF BUSINESS

This corporation may engage in import, export of clothing merchandise and real estate or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 SHARES \$ 1.00 PER VALUE

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:

Hispan American Services Inc.
1385 W. Flagler St., Suite # 11
Miami, FL 33135

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COAST-5 AM 9:10

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address (es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected,

Mariela Del Valle Salazar
President
9737 NW 41ST St. #414
Miami, Fl 33178

Carlos Augusto De Leon
Secretary & Treasurer
9737 NW 41ST St. #414
Miami, Fl 33178

ARTICLE VI INCORPORATOR(S)

The name(s) and address (es) of the incorporator(s) to these articles of incorporation is(are):


Mariela Del Valle Salazar
President
400 Shares
9737 NW 41ST St. #414
Miami, Fl 33178

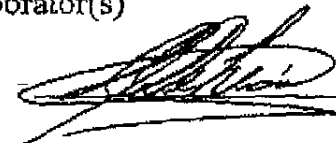
Carlos Augusto De Leon
Secretary & Treasurer
90 Shares
9737 NW 41ST St. #414
Miami, Fl 33178

Exito SA
510 Shares
Av. Santiago Marino Portomar Est. Nueva Esparta, Isla de Margarita
Venezuela

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 5TH day of April 2005

Signature(s) of Incorporator(s)





CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

1. The name of the corporation _____

EXITO SA, INC.

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

Pablo Jose Mata

(P.O. BOX NOT ACCEPTABLE)

119 Cameron CT, Weston, FL 33326

(ADDRESS OFFICE)

SIGNATURE 
(Corporate officer)

TITLE President

DATE 04/05/2005

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE 04/05/2005

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