

ARTICLES OF INCORPORATION
OF
ZOE GEAR, INC.,
A FLORIDA CORPORATION

FILED
2001 APR 20 P 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

Article I
Name

The name of the Corporation is Zoe Gear, Inc.

Article II
Principal Office and Address

The address of the principal office of the corporation is 8052 W. 21st Ave., Hialeah, FL 33016, and the mailing address of the corporation is 8052 W. 21st Ave., Hialeah, FL 33016.

Article III
Duration

The term of existence of the Corporation shall be perpetual, and the corporate existence will commence on the filing of these articles by the Department of State.

Article IV
Purpose

In addition to the powers authorized by the laws of the State of Florida for corporations, the general nature of the business or businesses to be transacted, and which the corporations is authorized to transact, shall be as follows:

1. To design, produce, manufacture, sell, and import and export clothing;
2. To engage in any other activity or business authorized under the Florida Statutes;
3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do;
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this li-

limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired;

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts;
6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit; and
7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

Article V
Authorized Shares

The corporation is authorized to issue five hundred (500) shares of common stock, having par value of One Dollar (\$1.00) a share.

Article VI
Officers

The names and addresses of the initial officers are:

Juan Jimenez, CEO & President, 8052 W. 21st Ave., Hialeah, FL 33016

Article VI
Management by Shareholders (*or Board of Directors)

The business of the Corporation shall be managed by the shareholders without a board of directors. The Corporation shall initially consist of one (1) shareholder. This number may be increased or decreased in accordance with the Corporation's bylaws. The names and addresses of the initial shareholders are:

Juan Jimenez, 8052 W. 21st Ave., Hialeah, FL 33016

Article VII
Registered Office and Agent

The initial registered agent of the Corporation shall be Jacobi & Klein, P.A. The initial registered office of the Corporation shall be located at 11077 Biscayne Blvd., Suite 200, Miami, FL 33161.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



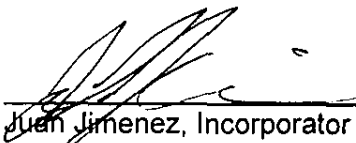
Signature of Registered Agent

Article VIII
Incorporators

The names and residence addresses of the incorporators are:

Juan Jimenez, 8052 W. 21st Ave., Hialeah, FL 33016

IN WITNESS WHEREOF, we have subscribed our names as of the date first written above.



Juan Jimenez, Incorporator