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FLORIDA PROFIT/NON PROFIT CORPORATION

j.d.a. fashion, inc.

Certificate of Status	0
Certified Copy	1
Page Count	09
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August 25, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: J.D.A. FASHION, INC.  
REF: W09000038267

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

Please verify the address listed for VP- Juana M. Barriel (Article 8).

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Regulatory Specialist II

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# **CERTIFICATE OF INCORPORATION**

of

**J.D.A FASHION, INC.**

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Several Acts of Legislature of the State of Florida, do hereby subscribe to this certificate of incorporation.

**FIRST: The name of the corporation is:**

**J.D.A FASHION, INC.**

And its principal place of business will be at

2750 WEST 68 STREET SUITE 116 HIALEAH FL 33016

**SECOND: The business of this corporation shall be to engage in**

any and all lawful business or businesses.

**THIRD: The Corporation shall have one class of stock, namely**

common, voting and participating. Each share of stock shall be \$1.00

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par value and the maximum number of shares to be issued and  
outstanding at any one time is 1000.

All of such stock shall be issued as fully paid for and exempted  
from assessment. Such stock may be paid for in property, labor or  
services and property and labor or services may be purchased or paid  
for by the corporation with such stock. Likewise stock of other  
corporations or going businesses may be purchased by corporation in  
return for this corporation's stock. Such property, labor, services  
and stock of other corporations and going business shall be at just  
valuation determined by the Board of Directors. This corporation may  
purchase, trade, or otherwise acquire, hold or re-issue shares of  
its own stock.

FOURTH: The amount of capital with which the corporation shall  
begin business will not be less than FIVE HUNDRED (\$500.) DOLLARS.

FIFTH: The existence of the corporation shall be perpetual.

SIXTH: The board of directors shall consist of no fewer than  
one or more than seven directors.

**SEVENTH: The common stock of this corporation shall be issued**

pursuant to the requirements of section 1244 of the Internal Revenue code and the regulations issued thereunder.

**EIGHTH: The names and post office address of the first**

officers and directors who, subject to the provisions of this certificate of incorporation, the By-laws and the laws of the state of Florida thereunto appertaining, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are as follows:

Office	Name	Post office address
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PRESIDENT	JORGE R BARRIEL	7821 NW 194 <sup>TH</sup> STREET MIAMI FL 33015-6350
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VICEPRESIDENT	JUANA M BARRIEL	7821 NW 194 <sup>TH</sup> STREET MIAMI FL 33015-6350
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**NINTH: The name and post office address of each subscriber to the Certificate of Incorporation and the number of shares of stock which each agrees to take are as follows:**

Name	Post office address	# Shares
------	---------------------	----------

JORGE R BARRIEL	7821 NW 194 <sup>TH</sup> STREET MIAMI FL 33015-6350	50
-----------------	------------------------------------------------------	----

JUANA M BARRIEL	7821 NW 194 <sup>TH</sup> STREET MIAMI FL 33015-6350	50
-----------------	------------------------------------------------------	----

For the stock the above-named party will pay the sum of five  
and no/100 (5.00) Dollars-----for each share of stock,  
or a total of FIVE HUNDRED and no/100 ( 500.00 ) DOLLARS.

TENTH: The stockholders of this corporation may divide  
themselves into groups for the purposes of obtaining unit control in  
the corporation, and when any agreement shall be binding upon the  
corporation, it shall be recognized by the directors and shall be  
observed by the officers and agents of the corporation; and  
particularly the stockholders are authorized to include in such  
agreements entered into between themselves provisions which will  
confer upon the individual groups the power to elect certain numbers  
of directors and, in particular, the stockholders may include in  
agreements between themselves the following as valid matters of  
agreement, to wit:

(a) The manner and method in which the persons by whom  
directors may be elected.

(b) Any limitations upon the transferability or  
assignment of the stock.

(c) The conferring of preemptive rights of purchase upon stockholders as conditions precedent to the sale of any other stock.

(d) The making of By-Laws and rules for holding meetings and what constitutes a quorum therefore.

(e) Any matters related to effectuating the purposes included in any of the foregoing matters.

Agreements between stockholders shall continue binding upon the corporation until there is filed with the president and secretary of the corporation, in duplicate, a written instrument signed by the persons who originally created such stockholder agreement ( or their successors in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the stockholders agreement ) consenting to the revocation and

cancellation of the agreement among the stockholders.

**ELEVENTH: Cumulative voting may be permitted by the terms  
of the by-laws.**

**TWELFTH: REGISTERED AGENT NAME AND ADDRESS**

**JORGE R BARRIEL 7821 NW 194<sup>TH</sup> STREET MIAMI FL 33016-8350**

Registered agent for service of process upon this corporation, subject  
nevertheless to the right of this corporation to change such  
resident agent and the office location of place of business for  
service of process in the manner provided in Section 48.091(1) of  
Florida Statutes.

IN WITNESS WHEREOF, the parties hereto have hereunto set their  
Hand and seals this 24 day of August A.D., 2009.

Signed, sealed and delivered  
in the presence of ( As to all )



BE IT REMEMBERED that on this day personally appeared  
before me the undersigned notary public in and for the State of  
Florida.

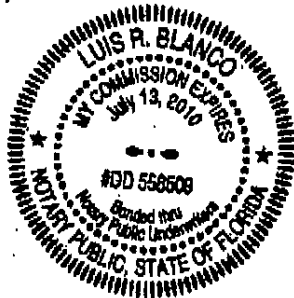
Jorge R Barriel


parties to the foregoing certificate of incorporation, known to me  
personally to be such, upon their oath, they acknowledged the same  
to be the act and deed of such signers and that the facts therein  
stated are truly set forth.

WITNESS my hand and official seal at Miami, said


County and State, this 24 day of August A.D., 2009

( SEAL )

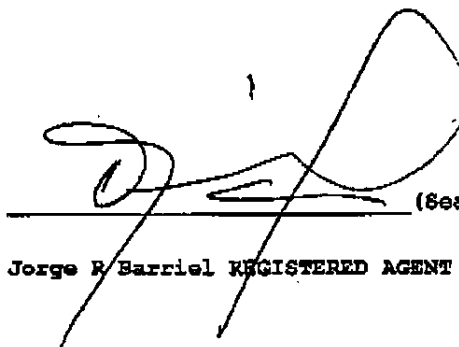


  
\_\_\_\_\_  
LUIS BLANCO, Notary public  
State of Florida

#0900018771

  
\_\_\_\_\_  
(Seal)  
Jorge R Barriel

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.

  
\_\_\_\_\_  
(Seal)  
Jorge R Barriel REGISTERED AGENT

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STATE OF FLORIDA )

) ss:

COUNTY OF DADE )

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