

8180 N.W. 38 STREET
SUITE 100
MIAMI, FLORIDA 33160

195000017930
Saenz, Robledo, Sax & Company, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

DADE (305) 477-0000
BROWARD (305) 437-0270
FAX (305) 502-0000

February 20, 1995

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100001420921
03/03/95-01059--000
***122.50 ***122.50

Ladies and Gentlemen:

Enclosed please find an original with a copy of the Articles of Incorporation of Elena Fashion Corporation. Also included is a check in the amount of \$122.50.

Please process the Articles of Incorporation and forward the documentation to our office.

Thanking you in advance for your cooperation in this matter, I remain,

Sincerely,


Eduardo S. Gonzalez

EFFECTIVE DATE

FEB 28 1995

FOR THE FIRM:
SAENZ, ROBLEDO, SAX & COMPANY, P.A.

ESG/gbh

enc.

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12/2/94

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JAN 28 1995
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ARTICLES OF INCORPORATION

OF

ELENA FASHION CORPORATION

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The undersigned Subscribers who are of legal age and competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt and acknowledge the following Articles of Incorporation for this Corporation:

ARTICLE I

The name of this Corporation shall be:

ELENA FASHION CORPORATION

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all powers to the same extent as natural persons might or could do and specifically the corporation may engage in any activity or business permitted under the laws of the United States and/or the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 7,500 shares common stock at \$1 par value.

Said stock shall be payable in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, at such valuation as may be determined, from time to time, by the Board of Directors of the Corporation.

ARTICLE IV

This Corporation shall exist perpetually, unless sooner dissolved according to law, commencing on the date of execution and acknowledgement of these Articles.

(1)

EFFECTIVE DATE

FEB 28 1995

ARTICLE V

* The street address of the initial principal office of this Corporation is 957 W. 65 STREET, HIALEAH, FLORIDA 33012, and name of the initial Registered Agent of this Corporation is HUGO MORAGA.

ARTICLE VI

The number of directors of this Corporation shall initially be 2. The Corporation shall be managed by the Board of Directors. The exact number of directors may be increased or decreased, from time to time, by the By Laws of the Corporation, but at no time shall there be less than one Director.

The names and addresses of the initial Directors of the Corporation, who shall hold office for the first year or until successors are elected or appointed and have qualified, shall be:

NAME :	ADDRESS:
HUGO MORAGA	957 W. 65 STREET HIALEAH, FLORIDA 33012
MARIA ELENA ORELLANA	957 W. 65 STREET HIALEAH, FLORIDA 33012

ARTICLE VII

The name and office address of the Subscribers are:

NAME:	ADDRESS:	SHARES:
HUGO MORAGA	957 W. 65 STREET HIALEAH, FLORIDA 33012	50
MARIA ELENA ORELLANA	957 W. 65 STREET HIALEAH, FLORIDA 33012	50

ARTICLE VIII

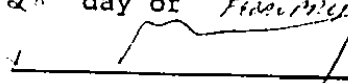
No contract or other transaction between this Corporation and any other corporation, partnership person or other entity and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors, officers or stockholders of this Corporation are pecuniarily or otherwise interested therein, or are directors, officers or stockholders thereof. Any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director, and officer or a stockholders of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director, officer or stockholder of such corporation, or not so interested.

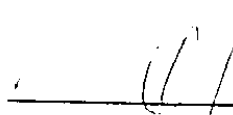
ARTICLE IX

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, in the manner now or hereafter prescribed by statute, and any rights conferred upon the stockholders are subject to reservation.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The Corporation shall have first lien on the shares of its members, and upon the dividends due them, for any indebtedness of such members to the Corporation.

IN WITNESS WHEREOF, the undersigned being the original Subscribers to the capital stock hereinabove named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true and agreeing to take the number of shares hereinabove set forth, this 28 day of February, 1995.





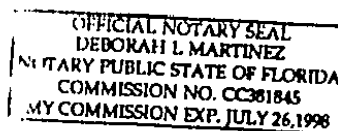
STATE OF FLORIDA))

SS:

COUNTY OF DADE))

The foregoing instrument was acknowledged before me this 18th day of February, 1995, by HUGO MORAGA OF ELENA FASHION CORPORATION, a Florida corporation, on behalf of the corporation. He had produced drivers licenses/Passport as identification and did not take an oath.


Notary Public, State of Florida



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-THAT- ELENA FASHION CORPORATION
DESIRING TO ORGANIZE TO QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI STATE OF FLORIDA
HAS NAMED HUGO MORAGA LOCATED AT 957 W. 65 STREET, CITY OF
HIALEAH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE [Signature]
TITLE _____
DATE FEB 18, 1995

SIGNATURE [Signature]
TITLE _____
DATE FEB 18, 1995

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 OR MY DUTIES.

SIGNATURE [Signature]
DATE FEB 18, 1995

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