

LUKACS & LUKACS, P.A.

ATTORNEYS AT LAW

1825 CONAL WAY

MIAMI, FLORIDA 33145

JOHN LUKACS
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ROBIN ALAN LUKACS

MIAMI (305) 856-9600
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ORLANDO OFFICE
(407) 848-9601

January 3, 1995

PA 500018545

RE: M.S.O. Corporation

Dear Sirs:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned.

Should you have any questions, or require additional information, please advise. Your prompt attention to this matter is appreciated.

Very truly yours,

Frances M. Cueto, Assistant to
JOHN LUKACS, ESQUIRE



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 6, 1995

FRANCES M. CUETO
LUKACS & LUKACS, P.A.
1825 CORAL WAY
MIAMI, FL 33145

SUBJECT: M.S.O. CORPORATION
Ref. Number: W95000000349

We have received your document for M.S.O. CORPORATION and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kanut Khosia
Corporate Specialist

Letter Number: 195A00000566

Handwritten:
1995
505
M. J. S. 12



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 28, 1995

**M.S.O. INTERNATIONAL
LUKACS & LUKACS, P.A.
1825 CORAL WAY
MIAMI, FL 33145**

We have received your document for M.S.O. INTERNATIONAL . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kanut Khosla
Corporate Specialist

Letter Number: 995A00008865

**Articles of Incorporation
for
M.S.O. International, Inc.**

The undersigned natural persons, as Incorporators for the purpose of forming a Corporation for profit under the provisions of Chapter 607, Florida General Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

**Article I
Name of Corporation**

The name of this corporation shall be **M.S.O. International, Inc.**

**Article II
Purposes**

The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of the import and re-sale of men's clothing and accessories and any activities or business permitted under the laws of the United States and Florida.

**Article III
Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be **1000** shares of common stock at **\$1.00** per share par value.

The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

Each shareholder shall have the first right to purchase shares (and securities convertible into shares) of any class, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights.

Article IV Duration

This corporation shall have perpetual existence.

Article V Board of Directors

The corporation shall have a Board of Directors consisting of at least one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders but shall never be less than one. The name and address of the initial Directors of this corporation is:

**Marlo Enrique Sacristan Osejo
c/o 6701 Northwest 7 Street
Suite 170
Miami, Florida 33126**

Article VI Informal Shareholder Action

Any action that may be taken at a Shareholder's meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Shareholders entitled to vote upon such action and filed with the Secretary of the corporation as part of the corporate records.

Article VII Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

Article VIII Indemnification

The corporation may indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

**Article IX
Bylaw Amendment**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors provided that such amendment be in compliance with the laws of Florida governing a Corporation.

**Article X
Registered Agent**

The address of this corporation's initial registered office and the designated initial registered agent at said address is as follows:

**Mario Enrique Sacristan Osejo
c/o 6701 Northwest 7 Street
Suite 170
Miami, Florida 33126**

**Article XI
Incorporator**

The name and address of the Incorporators are as follows:

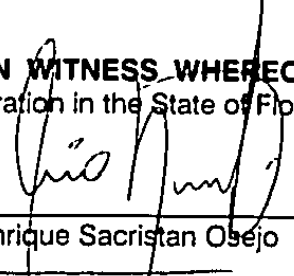
**Mario Enrique Sacristan Osejo
c/o 6701 Northwest 7 Street
Suite 170
Miami, Florida 33126**

**Article XII
Corporate Address**

The mailing address of the corporation is as follows:

**6701 Northwest 7 Street
Suite 170
Miami, Florida 33126**

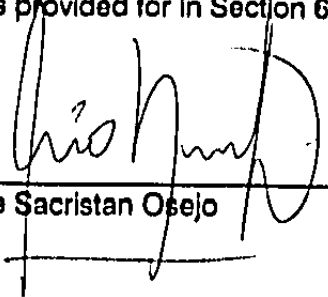
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation in the State of Florida, on 7 February 1995.



Mario Enrique Sacristan Osejo

IN WITNESS WHEREOF, the undersigned hereby accepts the appointment of Registered Agent, and states that he is familiar with, and accepts the obligations provided for in Section 607.0505 Florida Statutes.

By:

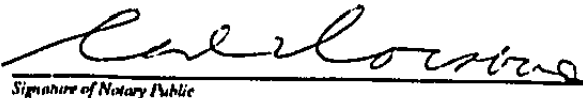

Mario Enrique Sacristan Osejo

Republic of Colombia)
Capital District)
STATE OF FLORIDA Bogota) SS:
City of San Francisco)
Embassy of the)
COUNTY OF DADE United States of America)

The preceding or attached instrument was acknowledged before me on FEBRUARY 7, 1995,
by Mario Enrique Sacristan Osejo, having produced his Florida Drivers License as identification, and
did not take an oath.

Indefinite

Place notary seal and commission expiration stamp above this line.



Signature of Notary Public

Carl S. Cockburn

Print or Type Name of Notary Public

Consul of the

United States of America

FILED
95 MAR -8 AM 8:01
TALLAHASSEE
FLORIDA