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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 311-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: OPTIFASHION INC.

FAX AUDIT NUMBER: H95000002972

DATE REQUESTED: 09/16/1998

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ARTICLES OF INCORPORATION

OPTIFASHION, INC.

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be:

OPTIFASHION INC.

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

A. The total authorized capital stock of this Corporation is One Thousand (1,000) shares of Common Stock, par value \$1.00 per share.

B. Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall exist perpetually.

**ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE**

The initial street address of the principal office of this Corporation in the State of Florida is: 7220 NW 36th Street, Suite 101, Miami, Florida 33166. The Board of Directors may from time to time move the principal office to another address in Florida.

Presented by Disney D. Thompson, Esq. Fla Bar #847534
Disney D. Thompson & Assoc., P.A. 169 E. Flagler St. Suite 1527
Miami, FL 33131 (305) 381-4180

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JUN 15 PM 2:31
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TALLAHASSEE, FLORIDA

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ARTICLE VI

NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

ARTICLE VII

FIRST BOARD OF DIRECTORS

The name and street address of the initial members of the Board of Directors are:

DONV SALVATO
7220 NW 35th, Suite 101
Miami, Florida 33166

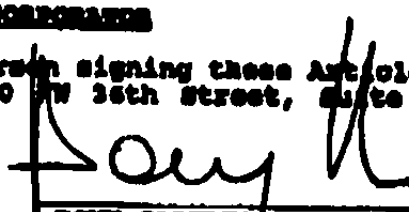
ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 169 N. Flagler Street, Suite 1527, Miami, Florida 33131 and the name of the initial registered agent of this Corporation at the address is: DISNEY THOMPSON.

ARTICLE IX- INCORPORATION

The name and address of the person signing these Articles of Incorporation is: DONV SALVATO 7220 NW 35th Street, Suite 101, Miami, Florida 33166.


DONV SALVATO

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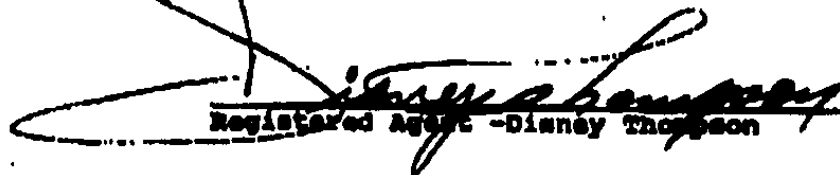
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR RESIDENCE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
MAKING AGENT FROM WHOM SERVICE MAY BE TAKEN**

In compliance with Section 49.091 and Section 607.034 (3) Florida Statutes, the following is submitted:

CEWIFASHION, INC, a corporation being organized under the laws of the State of Florida, with its principal place of business: 7220 NW 36th Street, Suite 101, Miami, Florida 33166, has named DISNEY THOMPSON, located at 169 E. Flagler St. Suite 1827 Miami, Fla 33131, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby state that I am familiar with, and accept the obligations provided for in Florida Statutes Section 607.328, that I hereby accept to act in this capacity and agree to comply with the provisions of said sections relative to keeping open said office.


Registered Agent - Disney Thompson

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