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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

1492 W FLAGLER ST
SUITE 200
MIAMI FL 33136- 308-0000-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000003058)))
NAME: FANCY WEAR, INC.
FAX AUDIT NUMBER: H95000003058
DATE REQUESTED: 03/16/1995
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LATIN INSURANCE CENTER
CELESTINO RODRIGUEZ
6456 W. FLAGLER ST.
MIAMI, FL 33144
(305) 261.8906

ARTICLES OF INCORPORATION
OF
FANCY WEAR, INC.

ARTICLE I

The name of the Corporation is: FANCY WEAR, INC.

ARTICLE II

The Corporation may engage in or transact in any or all activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III

The Corporation is authorized to issue and have outstanding an aggregate number of SEVEN THOUSAND FIVE HUNDRED (7,500) shares of one class of common stock having a par-value of ONE (\$1.00) DOLLAR per share. This consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V

The Corporation initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: HECTOR ORDOQUI

INITIAL REGISTERED OFFICE: 7276 S.W. - 8 TH. STREET
MIAMI-FLORIDA- 33144

Having been named Initial Registered Agent to accept service of process of the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such and consent to act in this capacity and agree to comply with all the requirements of the Law pertaining thereto.

②

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI

The number of Directors constituting the Initial Board of Directors of the Corporation is one, the number of Directors may be increased or decreased from time to time by the By Laws but shall never be less than one.

ARTICLE VII

The name and addresses of the members of the Initial Board of Directors are:

NAME

RECTOR ORDOQUI

ADDRESS

7276 S.W. - 8 TH. STREET
MIAMI-FLORIDA- 33144

ARTICLE VIII

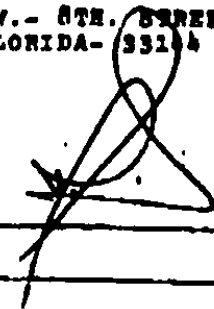
The name and addresses of the Incorporators executing these Articles of Incorporation are:

NAME

RECTOR ORDOQUI

ADDRESS

7276 S.W. - 8TH. STREET
MIAMI-FLORIDA- 33144



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STATE OF FLORIDA)
COUNTY OF DADE) SS

ACKNOWLEDGMENT

Before a Notary Public authorized to take acknowledgments in the
State of Florida and County of Dade, set forth above, personally appeared: ..

RECTOR CRDOQUI
known to me and
by me to be the persons who executed the foregoing Articles of Incorporation,
and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set hereunto my hand and seal affixed, in the
State of Florida, County of Dade, this 16 day of MARCH, 1995.

Celestino Raliqui
Notary Public,
State of Florida at Large.

My Commission Expires:

FILED
95 MAR 17 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA