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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FAG-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 33RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

3308-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SOUTH BEACH FASHIONS, INC.

FAX AUDIT NUMBER: H9500003556

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/28/1995

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ARTICLES OF INCORPORATION**OF****SOUTH BEACH FASHIONS, INC.**FILED
95 MAR 28 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: SOUTH BEACH FASHIONS, INC.

The principal place of business of this corporation shall be: 6511 N.W. 87th Avenue
Miami, FL 33178

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 1,000 shares \$ 1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President:	Eduardo de Quesada	944 S.W. 136th Pl. Miami, FL 33184	25% of the shares
V/President:	Alejandro de Quesada	944 S.W. 136th Pl. Miami, FL 33184	25% of the shares
Secretary:	Luis A. Escobar	10581 S.W. 155th Ct. Apt # 1215 Miami, FL 33196	50% of the shares

Prepared by: Alejandro de Quesada
6511 N.W. 87th Ave.
Miami, FL 33178
(305) 592-8866

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03/28/95 16:20 FAS-T CORPORATE AGENTS

(305) 592-9591

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Alejandro de Guesada

6511 N.W. 87th Ave.
Miami, FL 33178

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these
Articles of Incorporation this 27th day of March, 1995

Signature(s) of Incorporator(s)

Alejandro de Guesada

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT\REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SOUTH BEACH FASHIONS, INC.

2. The name and address of the registered agent and office is:

Alejandro de Quesada

6511 N.W. 87th Ave.

Miami, FL 33178

SIGNATURE



TITLE

President

DATE

3/27/95

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE

3/27/95

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