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

June 22, 1995

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RE: INCORPORATION OF BJ 7 MS CLOTHING, INC.

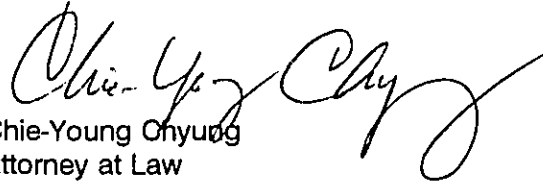
Dear Sir or Madam:

Enclosed is Articles of Incorporatio of BJ & MS Clothing, Inc.

Filing fee of \$122.50 for the filing, certified copy and registered agent designation fee is also attached.

FILED
95 JUN 26 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,


Chie-Young Chyung
Attorney at Law

Chie-Young Chyung
6/27

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BJ & MS CLOTHING, INC.**

**ARTICLE I
NAME**

The name of the corporation shall be BJ & MS CLOTHING, INC.

**Article II
DURATION**

The term of existence of the corporation shall be perpetual.

**Article III
PURPOSES**

The purposes of the corporation shall be to engage in import, export and wholesale and/or retail distribution of clothing and other merchandises, and to engage in any and all other lawful businesses for which a corporation may be incorporated under F.S. chapter 607.

**Article IV
SHARES**

The corporation shall have authority to issue one hundred shares of common stocks with par value of ten dollar for each share. The board of directors shall decide the number of shares to be issued, the consideration for each share, time and manner of issuance.

The transfer of the corporation's shares may be restricted or conditioned by the terms of the shareholder's agreement or bylaws, if there is any.

**Article V
POWERS**

The corporation shall have power to sue and capacity to be sued, to complain and defend in its corporate name in all actions or proceedings; to have a corporate seal and use it; to purchase, take, receive, lease or otherwise deal in and with real or personal property or interest therein; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets; to lend money to, and use its credit to assist, its officers and employees in accordance with F.S. section 607.0833; to make contracts and guarantees and incur liabilities, borrow money, issue notes and other obligations; to have and exercise all powers necessary or convenient to effect its purposes.

Article VI
PRINCIPAL OFFICE

The address of the principal office of the corporation shall be 7900 N. W. 27th Avenue, Store 201, Miami, Florida 33147.

Article VII
INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent and the address of the initial registered office for the corporation is:

Name	Address
BONG JIN LEE	7900 N. W. 27th Avenue, Store 201 Miami, Florida 33147

Article VIII
INCORPORATORS

The names and addresses of incorporators are:

Name	Address
BONG JIN LEE	8935 S. W. 134th Court Miami, Florida 33186
MOO SUNG BYUN	13631 Roanoke Street Davie, Florida 33325

Article IX
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be two (2). The names and addresses of the initial directors are:

Name	Address
BONG JIN LEE	8935 S. W. 134th Court Miami, Florida 33186
MOO SUNG BYUN	13631 Roanoke Street Davie, Florida 33525

Article X
OFFICERS

The corporation shall have one president, one treasurer, and one secretary. The secretary shall act as a secretary to the board of directors and a secretary to the shareholders meeting. Any one person may assume more than one of aforementioned offices. The board of directors shall elect corporate officers.

The initial officers of the corporation, however, shall be:

OFFICE	NAME OF THE OFFICER
President	MOO SUNG BYUN
Vice-president	BONG JIN LEE
Treasurer	MOO SUNG BYUN
Secretary	BONG JIN LEE

Article XI
AMENDMENT

This Articles of Incorporation shall be amended by majority vote of the board of directors and affirmative vote in favor of the amendment by the majority of shareholders. However, above procedure may be excepted if all of the directors and all of the shareholders of the corporation eligible to vote sign a written statement manifesting their intention that an amendment to the articles of incorporation be adopted without ordinary process of meetings, then the amendment shall thereby adopted as though above procedures have been satisfied.

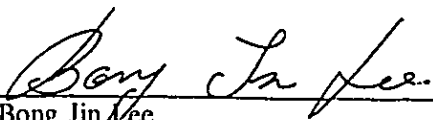
For the initial 5 years from the date of incorporation, number of shares the corporation is authorized to issue cannot be increased without an unanimous decision of the board of directors. Resolution by the unanimous board is required to amend the second paragraph of Article XI.

Article XII
BYLAWS

The board of directors shall have power to adopt, amend and repeal bylaws of the corporation. Bylaws shall provide inter alia number and manner of election of directors, quorum and notice requirement for the board meetings and shareholders' meetings.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 22nd day of June, 1995.


Moo Sung Byun
Incorporator


Bong Jin Lee
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF THE APPOINTMENT OF
REGISTERED AGENT AND DECLARATION OF
REGISTERED OFFICE UPON WHICH
SERVICE OF PROCESS MAY BE SERVED**

Having been designated a registered agent of BJ & MS CLOTHING, INC. on whom process may be served, and being familiar with the obligations of the registered agent, I HEREBY ACCEPT the designation and obligations of registered agent and agree to act in this capacity.

Registered office of BJ & MS CLOTHING, INC. is located at 7900 N. W. 27th Avenue, Store 201, Miami, Florida 33147.

Signed by:

Bong In Lee

Bong In Lee
Registered Agent designee

Date:

June 22, 1995.