

P950000535-72

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1 800-342-8062
 FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mail No.: _____ Express Mail No.: _____

State Fee \$ _____ Our \$ _____

FILED OF STATE
 SECRETARY OF CORPORATIONS

95 JUL 12 PM 12:55
 DIVISION OF CORPORATIONS

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No. _____
BY	<i>[Signature]</i>		

WALK-IN
 Will Pick Up 7-12 *[Signature]*

RE: *Designs of the Times, Inc.*

C.C. FEE. DISBURSED

<input checked="" type="checkbox"/> Capital Express™	
<input type="checkbox"/> Art. of Inc. Fila	
<input type="checkbox"/> Corp. Record Search	
<input type="checkbox"/> Ltd. Partnership Fila	
<input type="checkbox"/> Foreign Corp. Fila	
<input checked="" type="checkbox"/> () Cert. Copy(n)	
	SEARCHED INDEXED SERIALIZED FILED
	07/17/95 010100-010
	***122.50 ***122.50
<input type="checkbox"/> Art. of Amend. Fila	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> C U S-	
<input type="checkbox"/> Fictitious Name Fila	
<input type="checkbox"/> Name Reservation	
<input type="checkbox"/> Annual Report/Reinstatement	
<input type="checkbox"/> Reg. Agent Service	
<input type="checkbox"/> Document Filing	
<input type="checkbox"/> Corporate Kit	
<input type="checkbox"/> Vehicle Search	
<input type="checkbox"/> Driving Record	
<input type="checkbox"/> Document Retrieval	
<input type="checkbox"/> UCC 1 or 3 Fila	
<input type="checkbox"/> UCC 11 Search	
<input type="checkbox"/> UCC 11 Retrieval	
<input type="checkbox"/> File No.'s, Copins	
<input type="checkbox"/> Courier Service	
<input type="checkbox"/> Shipping/Handling	
<input type="checkbox"/> Phone ()	
<input type="checkbox"/> Top Priority	
<input type="checkbox"/> Express Mail Prep.	
<input type="checkbox"/> FAX ()	pg3.

SUBT. 45

FEE.....	\$ 95
DISBURSED.....	\$ 12
SURCHARGE.....	\$ 1
TAX on corporate supplies.....	\$ 3
SUBTOTAL.....	\$ 108
PREPAID.....	\$ 33
BALANCE DUE.....	\$ 75

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum

THANK YOU
 from
 Your Capital Connection

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF INCORPORATION

95 JUL 12 PM 12:56

We, the undersigned, hereby associate ourselves together for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provision of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

DESIGNS OF THE TIMES, INC.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The corporation is authorized to issue ten thousand (10,000) shares of \$ 1.00 par value Common Stock, which shall be designated "Common Shares". Shares of common Stock must be signed by both the president and vice-president. Stocks will have no value if not signed by both the president and vice-president.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than Five thousand (\$ 5,000) dollars.

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The principal office of the Corporation shall be :

6359 S.W. 24 Street, Miami, Florida 33155
Telephone: (305) 262-1729

ARTICLE VII

The number of the Board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the First Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the acts of legislature, shall hold office for the Corporation, are:

Marcos Ruben Perez	6359 S.W. 24 ST, Miami, FL 33155
Aurora Perez	6359 S.W. 24 ST, Miami, FL 33155
Marcos Ruben Perez	PRESIDENT / TREASURER
Aurora Perez	VICE PRESIDENT / SECRETARY

The Board of Directors will be able to utilize all powers granted them by law in order to direct the corporation as they see fit.

ARTICLE VIII

The names and post office addresses of each subscriber and registered agent to the Certificate of Incorporation are as follows:

MARCOS RUBEN PEREZ	6359 S.W. 24 Street, Miami, FL 33155
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ARTICLE IX

The objective of the Corporation will be Commerce, agriculture and cattle in general, and specific dedication to imports and exports, as much by land as by air and sea.

Therefore; it will be able to purchase and sell vehicles, machinery in general and basic goods and to meet its ends; it will be able to purchase, sell, mortgage, pledge, lease, sublet, own, and dispose of every type of good, movable and render every type of bond and guarantee in favor of shareholders or of third parties, when it perceives an economic retribution; it will also be able to represent national and foreign parties, become part of other corporations and merge with them, and buy or sell stocks.

ARTICLE X

The corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to the inspection of the stockholders, and no stockholders shall have any right of inspection of any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in its By-laws confers power upon its Board of Directors or Officers, in addition to the expressly conferred by Statute. Both stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meeting and to have one or more offices, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of incorporation in the manner now hereafter prescribed by statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

ARTICLE XI

The Corporation shall have power to purchase or otherwise acquire, directly and or through ownership of stock in any Corporation, all or any part of the business, good will, rights, property and assets or of any individual, and to pay for the same in cash with the stock of this corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the laws of the State of Florida, and any Acts amendatory thereto; and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

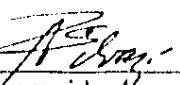
To enter to general partnership, limited partnerships (whether the corporation be a limited or general partnerships), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth herein jointly or in common with others, so long as the corporation would have the power to do so alone.

The corporation shall be able to establish agencies within the state of Florida, the United States, and abroad in compliance state and national laws.

We, the undersigned, being each and all of the original subscribers to the capital stock herein above named or the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and so respectively agree to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, this 11 day of July, 1995.


President


Vice-president

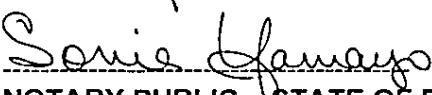
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments, personally appeared.

Marcos Ruben Perez
and
Aurora Perez

who after being duly sworn by me, depose and say that they signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.

Witness my hand and official seal at Miami, Dade County, Florida, this 11 day of July of 1995.



NOTARY PUBLIC, STATE OF FLORIDA

OFFICIAL NOTARY SEAL
SONIA TAMAYO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC319408
MY COMMISSION EXP. OCT. 22, 1995

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT
FOR SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUL 12 PM 12:56

Pursuant to Florida Statutes Sections 48.091 and 807.0501, the following is submitted;

that : **DESIGNS OF THE TIMES, INC.**

is qualified to do business under the laws of the State of Florida, with its Registered Office at:

6359 S.W. 24 Street, Miami, FL. 33155

and has appointed :

Marcos Ruben Perez

as its agent to accept services of process within the state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Marcos Ruben Perez