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OFFICE USE ONLY

CR2E031(10/92)

ARTICLES OF INCORPORATION

of

CUERO JEAN SPORTS INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

CUERO JEAN SPORTS INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of ONE DOLLAR Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	Angela E. Carbonell		
ADDRESS	3019 W Flagler St., (Rear)		
CITY	Miami	FLORIDA	ZIP 33135

The principal office, if known, or the mailing address of the corporation is:

NAME	CUERO JEAN SPORTS INC.		
ADDRESS	3019 W Flagler St., (Rear)		
CITY	Miami	FLORIDA	ZIP 33135

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	PRES. Angela E. Carbonell		
ADDRESS	3019 W Flagler St., (Rear)		
CITY	Miami,	STATE Florida	ZIP 33135
NAME	SEC. Manuel E. Herrero		
ADDRESS	3019 W. Flagler St., (Rear)		
CITY	Miami	STATE Florida	ZIP 33135
NAME			
ADDRESS			
CITY		STATE	

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporate s signing these Articles of Incorporation are as follows:

NAME	Angela E. Carbonell		
ADDRESS	3019 W. Flagler St., (Rear)		
CITY	Miami	STATE	Florida
		ZIP	33135
NAME	Manuel E. Herrero		
ADDRESS	3019 W. Flagler St., (Rear)		
CITY	Miami	STATE	Florida
		ZIP	33135
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this _____ day of July 28th 1995, 19____.

x Angela Carbonell (Seal)
Angela E. Carbonell/President
x Manuel E. Herrero (Seal)
Manuel E. Herrero/Secretary (Seal)

STATE OF FLORIDA)
COUNTY OF DADE) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

x Angela Carbonell and Manuel E. Herrero - - - - -
Angela E. Carbonell D/L 11670657 VENEZUELAN DRIV Lic.
Manuel E. Herrero D/L H 660-540-48-749-0
Signature Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that THEY executed these Articles of Incorporation, that I relied upon the form S of identification of the above named person opposite each name, and that an oath was not taken.

Witness my hand and official seal in the County and State last aforesaid this 28th day of July, 1995
Robert Ricard
NOTARY PUBLIC STATE OF FLA. AT L...
Lic. #AA613019
MY COMMISSION EXPIRES: NOV. 12, 1996
BONDED THRU GENERAL INS. UNDERWRITERS
Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

CUERO JEAN SPORTS INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 3019 W. Flagler Street (Rear)
Miami, FL. 33135

has named Angela E. Carbonell
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


Angela E. Carbonell
(registered agent)

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FILED