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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HIGHWINDS FASHIONS, INC.
FAX AUDIT NUMBER: H96000001947
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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

HIGHWINDS FASHIONS, INC.

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

ARTICLE I NAME

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

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
1686 West 41st. Street
Hialeah, Florida 33012

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 500 (Five Hundred) of \$1.00 Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

EMILIA PRIAS
5415 S.W. 128th Place
Miami, Florida 33175-6240

Marcos A. Guerra, CPA
3463 SW 8th St. # 210
Miami, FL 33135
(305) 447. 1421p

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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

EMILIA PRIAS PRESIDENT 5415 S.W. 128th Place
Miami, Florida 33176-6240

The undersigned has(have) executed these Articles of Incorporation this

3rd day of FEBRUARY, 1996

[Signature]
Signature/Title PRESIDENT

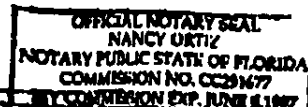
Signature/Title

Signature/Title

STATE OF Florida
COUNTY OF Dade

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED AND SWORN TO BEFORE
ME THIS 3 DAY OF February 1996 BY Emilia Prias
OF Miami, Florida

[Signature]
NOTARY PUBLIC.



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 807.0801, 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: HIGHWINDS FASHIONS, INC.

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

EMILIA PRIAS

(NAME)

5415 SW 128th Place

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33175-6240

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

SIGNATURE 

(corporate officer) EMILIA PRIAS

TITLE PRESIDENT

DATE 2/3/96

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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

EMILIA PRIAS

DATE 2/3/96

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