

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0397

800-342-8086



ACCOUNT NO. : 72100000032

REFERENCE : 840938 7103086

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 70.00

800001712898

ORDER DATE : February 8, 1996

ORDER TIME : 3:56 PM

ORDER NO. : 840938

CUSTOMER NO: 7103086

CUSTOMER: Ms. Aileen Cruz
MS. AILEEN CRUZ

7th Floor
141 N.e. 3rd Avenue
Miami, FL 33132

RECEIVED
96 FEB 12 PM 4:08
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: AILEEN CRUZ DESIGNS INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

FILED
96 FEB 12 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN FEB 13 1996

FILED
96 FEB 12 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AILEEN CRUZ DESIGNS INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AILEEN CRUZ DESIGNS INC.

The address of the principal office of this corporation shall be 141 Northeast 3rd Avenue, 7th Floor, Miami, Florida 33132, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Aileen Cruz

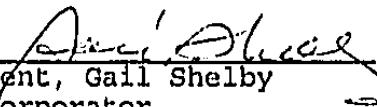
141 Northeast 3rd Avenue, 7th Floor
Miami, Florida 33132

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on February 12, 1996.



Its Agent, Gail Shelby
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Gail Shelby
Authorized Service Representative
Corporation Service Company

JAB/lwj

P96000013443

P.O. BOX 11-2440
Miami, Florida 33111-2440

APPROVED
AND
FILED
96 AUG -2 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5000001911845
-09/02/96--011066--0108
*****35.00 *****35.00

RECEIVED
96 JUL 15 AM 8:35
DIVISION OF CORPORATIONS

RA Chg.

96 AUG 9 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 22, 1996

AILEEN CRUZ DESIGNS, INC.
141 NE 3RD AVE., 7TH FLOOR
MIAMI, FL 33132

SUBJECT: AILEEN CRUZ DESIGNS INC.
Ref. Number: P96000013443

We have received your document for AILEEN CRUZ DESIGNS INC.. However, the document has not been filed and is being returned for the following:

The fee to file your document is \$35.

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 496A00035214

*Reply 7/30/96
Filing Fees and Amended document
are enclosed,
Thank you.*

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1 The name of the corporation is: AILEEN CRUZ DESIGNS INC.

2 The mailing address of the corporation is: 141 NE 3rd AVE 7th floor
MIAMI FL. 33132

3 Date of incorporation/qualification: 2/12/96

Document number: P96000013443

4 The name and address of the current registered agent and officer:

Corporation Service Co
1201 HAYS STREET
TALLAHASSEE, FL. 32301-2471

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

MIRELLA Z. BAZAN
141 NE 3 AVE 7th floor
MIAMI FL. 33132

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board)

(Date)

Emilio CRUZ - SECTY.

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent)

7/11/96
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

95 AUG -2 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
AND
FILED