

4/04/96

LIDIA DIVISION OF CORPORATIONS

10:33 AM

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TO: DIVISION OF CORPORATIONS
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: PRANA CORP. AGENTS, INC.

8405 NW 53RD ST
SUITE C-100

MIAMI FL 33166- -6330000-0000

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PRANA ARTWEAR, INC.

FAX AUDIT NUMBER: H96000004834

DATE REQUESTED: 04/04/1996

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CERTIFICATE OF STATUS: 1

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ACCOUNT NUMBER: 071001002335

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF INCORPORATION
OF
PRANA ARTWEAR, INC.**

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

ARTICLE I - NAME

The name of the corporation shall be:

Prana Artwear, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6820 Indian Creek Drive Ste 203
Miami Beach, Fl 33141

ARTICLE III - PURPOSE

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 (one) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by: Mabel N. Andrieu
6820 Indian Creek Dr Ste 203
Miami, Fl 33141
(305) 262-4990

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ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Yenit J. Campo
85 Grand Canal Drive Ste 102
Miami, Florida 33144

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two 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 initial directors of this corporation are:

Mabel N. Andrieu
Vice-Pres \ Secretary

6820 Indian Creek Dr Ste 203
Miami Beach, Fl 33141

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these articles is:

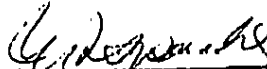
Mabel N. Andrieu
6820 Indian Creek Dr Ste 203
Miami Beach, Fl 33141

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 1st day of April, 1996



Mabel N. Andrieu

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**CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSED;

That Prana Artwear, Inc. desiring to organize under the laws of the state of Florida has appointed Yesit J. Campo of 85 Grand Canal Dr Ste 102, Miami, Fl 33144 as its registered agent to accept service of process within the state.

ACKNOWLEDGMENT;

Having been named by the first board of directors of Prana Artwear, Inc. to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the applicable provisions of the Florida Statutes, this 1st day April, 1996


Yesit J. Campo,
Registered Agent

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TALLAHASSEE, FLORIDA

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