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"THE IMMIGRATION LAWYERS"

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May 9, 1996

P96000042554
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **CYBELE BOUTIQUE, INC.**

Gentlemen:

Enclosed please find original and two copies of the Articles of Incorporation for the above-referenced corporation. Please file same and return a stamped copy to our offices.

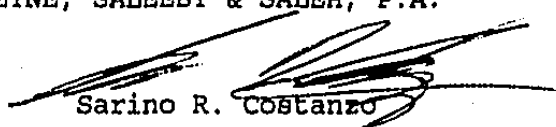
Also enclosed is our check in the amount of \$122.50 for the cost of the filing fees.

Thank you.

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Very truly yours,

ZYNE, SALEEBY & SALEH, P.A.


Sarino R. Costanzo

SRC:bg

Encs: As stated

F. CHESSE

MAY 20 1996.

ARTICLES OF INCORPORATION

OF

CYBELE BOUTIQUE, INC.

ARTICLE I - NAME

The name of the corporation is: **CYBELE BOUTIQUE, INC.**

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

A. To manufacture, buy, sell, export, import, and deal at retail and wholesale in dresses, skirts, blouses, separates, weskits, shorts, pedal pushers, slacks, bathing suits, beach coats, jackets, coats, suits, and other sportswear and women's apparel of every nature and description, and in dress accessories and novelties of every nature and description, and in any other articles which may be conveniently or advantageously handled in conjunction with the foregoing business.

B. To conduct in all its branches the business of buying, selling, importing, exporting, displaying, renting, and otherwise dealing in and with, at wholesale and at retail, and as principal, agent, factor, broker, commission merchant, or in any other lawful capacity, costume, specialized, and general jewelry, accessories, novelties, ornaments, and other personal decorations, watches, leather goods, and goods, wares, and merchandise of all kinds, and without limiting the generality of the foregoing to design manufacture, fabricate, finish, polish, appraise, evaluate, alter, repair, recondition, auction, buy, sell, distribute, exhibit, display, import, export, and generally deal in and with, at wholesale and retail, and as principal, agent, factor, broker, commission merchant, or in any other lawful capacity, jewelry, accessories, novelties, ornaments, and other personal decorations, and watches, leather goods, and goods, wares, and merchandise of all kinds, made of any materials, including but not limited to finished and unfinished precious and semi-precious metals, findings, alloys, gems, stones, and other natural, mineral, chemical, physical, vegetable, component, artificial, or synthetic elements, leather, and any articles or objects necessary, useful, or convenient in the jewelry, novelty, or mercantile trade generally, and to do everything necessary, convenient, or useful in furtherance thereof.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. To buy, sell, and deal in, at wholesale and retail, and to export and import watches, watch movements, watch cases, wrist watches, clocks, alarm clocks, floor clocks, and time keeping devices of every kind, make, and description.

D. To manufacture, buy, sell and generally deal in millinery, feathers, ribbons, hats, hosiery, notions, articles of wearing apparel, artificial flowers and other millinery specialties, and all other articles of merchandise of a kindred nature.

E. To conduct and carry on the general wholesale and retail shoe business in all its branches; and to buy, sell, import, export, and to deal generally in all kinds of shoes, boots and rubbers; and to conduct and carry on a general shoe repair business.

F. To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, substituted therefor.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Hundred(100) shares of common stock without nominal or par value.

ARTICLE IV - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office of this corporation is 8058 Camino Court, #C, City of Miami, County of Dade, State of Florida, and the name of the initial registered agent of this corporation at this address is: ELIE N. ATTIE.

ARTICLE V - 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.

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ELIE N. ATTIE	8058 Camino Court, #C Miami, Florida 33143
DANIELLE NEMER	8058 Camino Court, #C Miami, Florida 33143

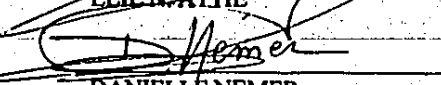
ARTICLE VI - INCORPORATOR

The names and addresses of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
ELIE N. ATTIE	8058 Camino Court, #C Miami, Florida 33143
DANIELLE NEMER	8058 Camino Court, #C Miami, Florida 33143

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation of CYBELE BOUTIQUE, INC., this 8th day of May, 1996.



ELIE N. ATTIE


DANIELLE NEMER

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

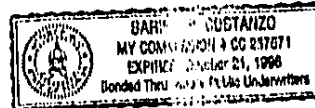
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County above set forth, personally appeared ELIE N. ATTIE and DANIELLE NEMER, known to

me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 8th day of May, 1996.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHICH PROCESS
MAY BE SERVED**

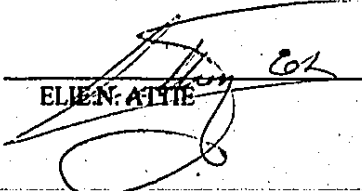
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First. That CYBELE BOUTIQUE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Miami, County of Dade, and State of Florida, has named ELIE N. ATTIE, whose address is 8058 Camino Court, #C, City of Miami, County of Dade, State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation at place designated in this 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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ELIE N. ATTIE