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FILED

EDWIN L. CRAMMER, P.A.
Certified Public Accountant

96 JUL 22 AM 11:01

3801 N. University Drive #318 • Sunrise, FL 33351 • 954-742-8700 • Fax: 954-742-8706
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 15, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: International Jeans Liquidators, Inc.

To Whom it May Concern:

Enclosed herewith are the Articles of Incorporation together with a copy of said articles for INTERNATIONAL JEANS LIQUIDATORS, INC. and our check in the amount of \$122.50. As follows:

Filing Fee	35.00
Registered Agent	32.50
Certified copy	35.00

Total	\$122.50

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***122.50 ***122.50

Please send the approved charter and other papers to the above address.

Respectfully submitted


Edwin L. Crammer
Certified Public Accountant

PH
7/23/96

CERTIFICATE OF INCORPORATION
OF
INTERNATIONAL JEANS LIQUIDATORS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 statutes of the said State of Florida.

ARTICLE 1

The name of this corporation shall
INTERNATIONAL JEANS LIQUIDATORS, INC.

ARTICLE 2

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares of common stock, having a par value of ONE DOLLAR (1.00) PER SHARE.

ARTICLE 4

The amount of capital with which this corporation will begin business shall be the sum of not less than ONE THOUSAND DOLLARS (1000).

ARTICLE 5

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE 6

The initial street address of the principal office of the corporation shall be:

2940 S.W. 30TH AVENUE SUITE #1
HALLANDALE, FLORIDA 33009

ARTICLE 7

The number of Directors of this corporation shall be at least one (1) and no more than eight (8).

ARTICLE 8

The names and street addresses of the members of the first board of directors of this Corporation are as follows:

IRMA WEISBERG	4816 N.W. 67TH AVENUE FORT LAUDERDALE, FL. 33319
KENNETH WEISBERG	2940 S.W. 30TH AVENUE HALLANDALE, FL 33009

ARTICLE 9

The names and street addresses of the person signing these Articles of Incorporation as subscriber is as follows:
EDWIN L. CRAMMER, 3801 N. UNIVERSITY DRIVE, #318, SUNRISE, FL 33351.

ARTICLE 10

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, EDWIN L. CRAMMER being both a natural person, competent to contract, have herunto set his hands and seals this 15TH DAY OF JULY, 1996.

Edwin L. Cramer (seal)

STATE OF FLORIDA)
)SS

COUNTY OF BROWARD

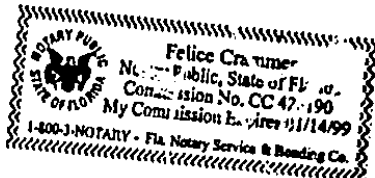
BEFORE ME, the undersigned, Notary Public of the State of Florida personally appeared EDWIN L. CRAMMER to me well known, and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 15TH DAY OF JULY, 1996.

Felice Cramer
Notary Public, State of Florida

(Notary Seal)

My commission expires: 1/14/99



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

INTERNATIONAL JEANS LIQUIDATORS, INC.

In pursuance of Chapter 48.091, Florida statutes, the following is submitted, in compliance with said act:
FIRST: That INTERNATIONAL JEANS LIQUIDATORS, INC., desiring to organize under the Laws of the State of Florida with its principal offices as indicated in the Articles of in the City of HALLANDALE, County of BROWARD, State of Florida, has named EDWIN L. CRAMMER, located at, 3801 N. UNIVERSITY DRIVE, SUNRISE, FLORIDA, as its agent to accept services of process within this state.

ACKNOWLEDGEMENT

Having been named to accept services of process for the above stated corporation, at the 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.

By: Edwin L. Cramer

Registered Agent