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07/21/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: FAB-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

-3449

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CAPRICHOS INTERNATIONAL, INC.

FAX AUDIT NUMBER: H96000011721

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/21/1996

TIME REQUESTED: 16:29:53

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 22, 1996

FAS-T CORP. AGENTS, INC.

MIAMI, FL 33166

SUBJECT: CAPRICHOS INTERNATIONAL, INC.
REF: W96000017652

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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CERTIFICATE OF INCORPORATION
OF
CAPRICHIOS FOR YOU, INC.

FILED
96 AUG 23 PM 3:07
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 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:

CAPRICHIOS FOR YOU, INC.

ARTICLE II - PRINCIPAL OFFICE

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

8360 N.W. 74 Ave
Miami, FL 33166

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: Yesit J. Campo
85 Grand Canal Dr Ste 102
Miami, FL 33144
(305) 262-4990

H96000011721

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:

Oscar A. Guerrero	101 N.W. 108 Terr # 303
President \ Treasurer	Pembroke Pines, Fl 33026

Oscar Quintero	101 N.W. 108 Terr # 303
Vice-pres/Secretary	Pembroke Pines, Fl 33026

ARTICLE VIII - INCORPORATOR

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

Oscar A. Guerrero
101 N.W. 108 Terr # 303
Miami, Fl 33026

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 19th day of August, 1996


Oscar A. Guerrero

FILED
96 AUG 23 PM 3:00
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

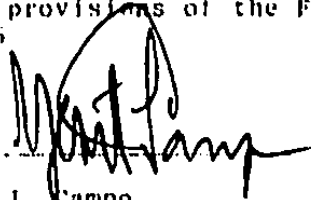
CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSED:

That Caprichos FOR YOU, 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
Caprichos International 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 19th day August. 1996



Yesit J. Campo.
Registered Agent