

P96000090637

October 10, 1996

Secretary of State
Division of Corporations
409 East Gains St.
Tallahassee, Florida 32399

800001973918--6
-10/15/96--01094--007
****122.50 ****122.50

Dear sirs:

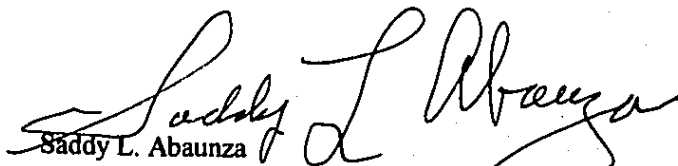
Enclosed please find check No. 2313 in the amount of \$122.50 to be applied toward the incorporation of:

VALERIE KASALE INTERNATIONAL CORP.
711 Tiziano Ave.
Coral Gables, Florida 33143
Tel: (305) 666-0455

Also, enclosed are the Articles of Incorporation duly signed and notarized.

Please contact the undersigned if you need additional information.

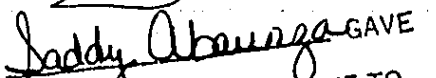
Sincerely,


Saddy L. Abaunza

Enclosures

SA:frm

612-
W96-22007


GAVE
AUTHORIZATION BY PHONE TO
CORRECT R.A. Address
DATE 11/5/96
DOC. EXAM. cf

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV-5 AM 11:57


11/5/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -5 AM 11:57

October 16, 1996

VALERIE KASALE INTERNATIONAL CORP.
ATTN: SADDY L. ABAUNZA
711 TIZIANO AVENUE
CORAL GABLES, FL 33143

SUBJECT: VALERIE KASALE INTERNATIONAL CORP.
Ref. Number: W96000022007

We have received your document for VALERIE KASALE INTERNATIONAL CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 496A00047508

**THE REGISTERED AGENT AND REGISTERED OFFICE LISTED IN THE
ARTICLES OF INCORPORATION ARE CONSISTENT THROUGHOUT THE
DOCUMENT:**

SADDY L. ABAUNZA
711 Tiziano Ave.
Coral Gables, Fl. 33143

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV -5 AM 11:57

ARTICLES OF INCORPORATION
OF
VALERIE KASALE INTERNATIONAL CORP.

The undersigned Incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is VALERIE KASALE INTERNATIONAL CORP.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in trade and any activity or business permitted under the laws of the United States and of this state. The specific nature of business of wholesale ladies apparel and accessories.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each share having the par value of one dollar (\$1.00).

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - PRE-EMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation, outstanding at the time such authorized but unissued stock, such new class of stock or such increase in offered for subscription of such bonds, notes, debentures, or other securities convertible into stock, before the same is offered for public subscription or sales, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - DIRECTORS

The corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but the number of director shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The names and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows"

<u>Name</u>	<u>Address</u>	<u>Office</u>
Saddy L. Abaunza	711 Tiziano Ave. Coral Gables, Fl. 33143	President
Saddy Delgado	3816 Matheson Ave. Coconut Grove, Fl. 33133	Secretary
Karla Abaunza	711 Tiziano Ave. Coral Gables, Fl. 33143	Treasurer

ARTICLE VIII - CONFLICT OF INTEREST

Any contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE IX - INCORPORATOR

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

Name

Saddy L. Abaunza

Address

711 Tiziano Ave.
Coral Gables, Fl. 33143

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholder, and approved at a stockholders' meeting by a majority of the stock entitled to vote hereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - ADDRESS OF PRINCIPAL OFFICE

The initial street and address of the principal office of this corporation is to be at 711 Tiziano Ave., Coral Gables, Florida 33143. The Board of Director may from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE XII - SERVICE OF PROCESS

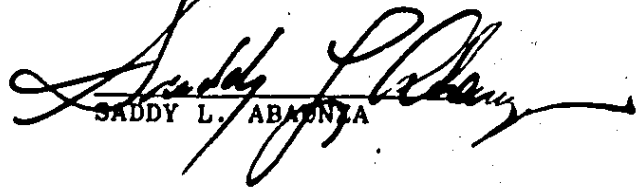
All legal service shall be made upon SADDY L. ABAUNZA the Registered Agent at 711 Tiziano Ave., Coral Gables, Florida 33143.

ARTICLE XIII - INDEMNIFICATION OF OFFICERS AND

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any or any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

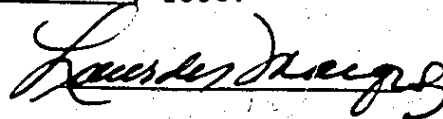
IN WITNESS THEREOF, I have hereunto set my hand, acknowledge and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 10 day of October, 1996.

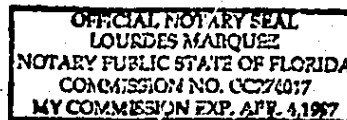

SADDY L. ABAUNZA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me personally appeared SADDY L. ABAUNZA, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purpose there expressed.

Witness my hand and official seal in the county and state named above this 10th day of October, 1996.





FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV -5 AM 11:57

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

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act.

First -- That VALERIE KASALE INTERNATIONAL CORP. 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, State of Florida has named SADDY L. ABAUNZA located at 711 Tiziano Ave., Coral Gables, FL 33143. City of Miami, County of Dade State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
(Resident Agent)