

11/06/96

EMPIRE CORPORATE KIT  
FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: MARCELO & ODALYS FASHIONS INC.

AUDIT NUMBER.....H96000015707

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CHRT. OF STATUS..0

PAGES..... 4

CHRT. COPIES.....1

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EMPIRE CORPORATE KIT

P.01/05



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 7, 1996

EMPIRE CORPORATE KIT

SUBJECT: MARCELO & ODALYS FASHIONS, INC.  
REF: W96000023740

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Dana Calloway  
Document Specialist

FAX Aud. #: H96000015707  
Letter Number: 896A00051197

ARTICLES OF INCORPORATION  
OF  
**MARCELO & ODALYS FASHIONS, INC.**

H96000015707

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

SECTION 1.01 NAME. THE NAME OF THIS CORPORATION IS:  
**MARCELO & ODALYS FASHIONS, INC.**

SECTION 2.01 CAPITAL STOCK. THE MAXIMUM NUMBER OF SHARES OF PAR VALUE COMMON, OF NON PAR COMMON AND OF PREFERRED STOCK, AND OF EVERY KIND, CLASS OF SERIES OF EACH, WITH THEIR DISTINGUISHING CHARACTERISTICS AND THE PAR VALUE OF ALL SHARES HAVING PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: 500 SHARES COMMON STOCKS \$1.00 PAR VALUE EACH

SECTION 3.01 INITIAL CAPITAL. THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS: *NOT LESS THAN*  
**\$500.00 DOLLARS**

SECTION 4.01 TERM OF EXISTENCE. THIS CORPORATION IS TO EXIST PERPETUALLY.

SECTION 5.01 ADDRESS. THE INITIAL POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS: **2104 NW 20<sup>TH</sup> STREET  
MIAMI, FLORIDA 33142**

THE BOARD OF DIRECTORS MAY, FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

SECTION 6.01 DIRECTORS: THIS CORPORATION SHALL HAVE ONE DIRECTORS, INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BY LAWS ADOPTED BY THE SHAREHOLDERS, BUT SHALL NEVER BE LESS THAN ONE.

SECTION 7.01 INITIAL DIRECTORS: THE NAMES AND POST OFFICE ADDRESSED OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:

NAME	ADDRESS
MARCELO LOPEZ	2104 NW 20 <sup>TH</sup> STREET MIAMI, FL 33142

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R&S Accounting Services, Inc.  
3401 SW 16<sup>th</sup> Street  
Miami, Florida 33145

Sergio Ruiz, Accountant  
Office: 305-567-0690  
Fax: 305-567-0668

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**SECTION 8.01 SUBSCRIBERS.** THE NAME AND POST OFFICE ADDRESSES OF EACH SUBSCRIBER TO THESE ARTICLES OF INCORPORATION ARE:

NAME	ADDRESS
MARCELO LOPEZ	2104 NW 20TH STREET MIAMI, FL 33142

**SECTION 9.00 NATURE OF BUSINESS.**

**SECTION 9.01 TO ENGAGE IN EVERY ASPECT AND PHASE OF THE BUSINESS OF:**  
ANY AND ALL BUSINESS WHICH IS NOT CONTRARY TO THE LAWS OF THE UNITED STATES OF AMERICA AND OF THE STATE OF FLORIDA.

**SECTION 9.02 TO MANUFACTURE, PURCHASE OR OTHERWISE ACQUIRE, AND TO OWN, MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER, OR OTHERWISE DISPOSE OF AND TO INVEST IN, TRADE IN, DEAL IN AND WITH, GOODS, WARES, MERCHANDISE, REAL AND PERSONAL PROPERTY AND SERVICES, OF EVERY CLASS, KIND AND DESCRIPTION: EXCEPT THAT IT IS NOT TO CONDUCT BANKING, SAFE DEPOSIT, TRUST, INSURANCE, SURETY, EXPRESS, RAILROAD, CANAL, TELEGRAPH, TELEPHONE OR CEMETERY COMPANY, A BUILDING AND LOAN ASSOCIATION, MUTUAL FIRE INSURANCE ASSOCIATION, COOPERATIVE ASSOCIATION, FRATERNAL BENEFIT SOCIETY, STATE FAIR OR EXPOSITION.**

**SECTION 9.03 TO CONDUCT BUSINESS IN, HAVE ONE OR MORE OFFICES IN, AND BUY, HOLD, MORTGAGE, SELL, CONVEY, LEASE OR OTHERWISE DISPOSE OF REAL AND PERSONAL PROPERTY, INCLUDING FRANCHISES, PATENTS, COPYRIGHTS, TRADEMARKS, AND LICENSES, IN THE STATE OF FLORIDA AND IN ALL OTHER STATES AND COUNTRIES.**

**TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL OR PLEDGE BONDS, DEBENTURES, NOTES AND OTHER EVIDENCES OF INDEBTEDNESS AS REQUIRED.**

**TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATION AND ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSINESS.**

**TO GUARANTEE, ENDORSE, PURCHASE, HOLD, SELL, TRANSFER, MORTGAGE, PLEDGE OR OTHERWISE ACQUIRE OR DISPOSE OF THE SHARES OF THE CAPITAL STOCK OF, OR ANY BONDS, SECURITIES, OR OTHER EVIDENCE OF INDEBTEDNESS CREATED BY ANY OTHER CORPORATION OF THE STATE OF FLORIDA OR ANY OTHER STATE OF GOVERNMENTS, AND WHILE OWNER OF SUCH STOCK TO EXERCISE ALL THE RIGHTS, POWERS AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE SUCH STOCK.**

**SECTION 9.04 RESIDENT AGENT THE CORPORATION IN PURSUANCE OF CHARTER 48.09 FLORIDA STATUTES HAS NAMED. MARCELO LOPEZ AS ITS AGENT TO ACCEPT SERVICES OF PROCESS WITHIN THIS STATE.**

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**SECTION 10.01 NAME 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 STOCKHOLDERS, AND APPROVED AT A STOCKHOLDER'S MEETING BY A MAJORITY \_\_\_\_\_ OF THE STOCK ENTITLED TO VOTE THEREON, 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.

**SECTION 11.00 REGISTERED OFFICE AND REGISTERED AGENT** THE STREET ADDRESS OF ITS INITIAL REGISTERED OFFICER AND THE NAME OF ITS REGISTERED AGENT IS

**MARCELO LOPEZ  
2104 NW 20<sup>TH</sup> STREET  
MIAMI, FLORIDA 33142**

I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID PLACE BY M Lopez

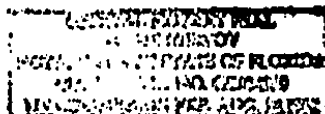
IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HAND AND SEAL AND ACKNOWLEDGED TO BE FILED IN THE OFFICE OF THE SECRETARY OF STATE THE FOREGOING CERTIFICATE OF INCORPORATION THIS 23<sup>RD</sup> DAY OF OCTOBER OF 1996.

M Lopez  
INCORPORATOR

COUNTY OF DADE, STATE OF FLORIDA: I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, NOTARY PUBLIC DULY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED,

MARCELO LOPEZ TO BE KNOWN TO BE THE PERSONS DESCRIBED AS SUBSCRIBED TO THOSE ARTICLES OF INCORPORATION.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE THIS 23<sup>RD</sup> DAY OF OCTOBER OF 1996.



Marie Stepan  
NOTARY PUBLIC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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