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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: LYNN FRIEDMAN
PHONE: (305)356-2571

ACCT#: 070744001530

FAX #: (305)356-7832

NAME: MONET FASHIONS, INC.

AUDIT NUMBER.....H96000015963

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

CERT. OF STATUS..0

PAGES..... 5

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H96-15963

**ARTICLES OF INCORPORATION
OF
MONET FASHIONS, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the creating a corporation under the laws of the State of Florida.

The name of this corporation shall be Monet Fashions, Inc. and the initial address of this corporation shall be 12946 SW 133 Ct, Miami, Fla. 33186

ARTICLE II

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

ARTICLE III

The capital stock authorized, the par value of thereof, and the characteristics of such stock shall be as follows:

Number of share Authorized	Par Value Per Share	Class of Stock
100	No Par	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according the law.

The initial register office of this corporation shall be at 12946 SW 133 Ct Miami, Fla. 33186 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at the address shall be Lais M. Fernandez.

PREPARED BY:
ace! INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571

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ARTICLE VI

This corporation shall have a least One director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the directors & Officers of the corporation who shall hold office for the first year or until their successor are duly executed and qualified shall be:

Director**Title**

Lale M. Fernandez
12946 SW 133 Ct
Miami, Fla 33186

President

ARTICLE VIII

The name and address of the incorporator is Lale M. Fernandez 12946 SW 133 Ct Miami, Fla 33186.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer or such other corporation, or not so interested.

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ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

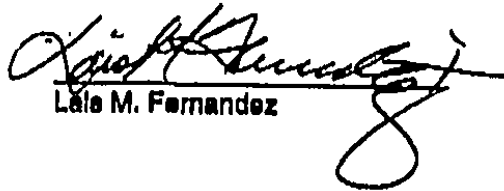
ARTICLE XI

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

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IN WITNESS WHEREOF, I, the undersigned, being the incorporators herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto sign my name on this 5th day of November 1996.



Luis M. Fernandez

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

In compliance with the laws of Florida, the following is submitted:

First, That Monet Fashions, Inc., desiring to organize under the laws of the state of Florida, has named Lais M. Fernandez, 12948 SW 133 Ct. Miami, Fla 33186. County of Dade, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 807.323 F. S.


Lais M. Fernandez, Registered Agent
Dated This 5th day of November, 1996

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LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

200002042492--3

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
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<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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96 DEC 31 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
12/31/96
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DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Monet Fashions, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

THE NEW PRESIDENT, SECRETARY TREASURER AND SOLE DIRECTOR
SHALL BE:

Roberto Olivarez

-FINIS-

SECOND: If and amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment of not contained in the amendment itself, are as follows:

NONE

THIRD: The date of each amendment's adoption : December, 27, 1996

FOURTH: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 28 day of December, 1996.

Signature: Roberto Olivarez
By: Roberto Olivares, Pres. Sec/Treas., Director

Prepared By: Roberto Olivares
13373 SW 42 St.
Miami, Fla 33175