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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: UNISE, CORP.

AUDIT NUMBER.....H97000006262

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 17, 1997

EMPIRE

SUBJECT: UNISE, CORP.
REF: W97000008976

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Agnes Lunt
Corporate SpecialistFAX Aud. #: W97000006262
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ARTICLES OF INCORPORATION
OF
HAPPY FASHION SPORTSWEAR CORP.

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97 APR 18 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is:

Happy Fashion Sportswear, Corp.

9820 N.W. 80th Ave., Bay 6P

Hialeah, FL 33016

ARTICLE II

DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

Prepared by: Fernando Lorente

From: Fernando Lorente & Associates, Inc.

8560 S.W. 89th Avenue

Miami, FL 33173

(305) 274-2858

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ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States of The State of Florida.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporations shall have authority to issue is the total sum of 500 shares, having an individual par value of \$ 1.00 unless otherwise stated in these articles, or in an amendment to these articles, there shall be only (1) class of stock of this corporation.

ARTICLE V

PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office of the corporation is: 9820 N.W. 80th Ave., Hialeah, FL 33016, and the mailing address of the corporation is the same.

ARTICLE VI

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the initial registered Agent and initial registered office of this corporation is:

- a) Registered Agent: Nora M. Sieza
- b) Registered Agent office: 9820 N.W. 80th Ave., Bay 6P
Hialeah, FL 33016

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ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have (3) directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and addresses of the initial Directors of this corporation are:

President:

Vice President: Jesus Puebla, 9820 N.W. 80th Ave. Bay 6P, Hialeah, FL 33016

Secretary: Francisco Guinones, N.W. 80th Ave. Bay 6P, Hialeah, FL 33016

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator executing these articles of Incorporation is:

Nora M. Sieza, 9820 N.W. 80th Ave. Bay 6P, Hialeah, FL 33016

ARTICLE IX

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to these articles, and any right conferred upon the shareholders is subject to this reservation.

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ARTICLE X

PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of Incorporation this 16th day of April 1997.

Nora Sieza

Nora M. Sieza

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the Registered Agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes.

DATED this 16th day of April 1997.

Nora Sieza

Nora M. Sieza

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TALLAHASSEE, FLORIDA

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