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5/21/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

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NAME: SUR CARIBE TEXTILE INC.

AUDIT NUMBER.....H9700008373

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

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97 MAY 21 AM 10:45
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
OF
SUR CARIBE TEXTILE INC

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: SUR CARIBE TEXTILE INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

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

ARTICLE IV - POWER

This corporation shall have all to the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

This corporation is authorize to issue 100 shares of \$5.00 (Five Dollars) par value Common Stock, which shall be designate "Common Shares"

ARTICLE VI - STREET ADDRESS OF THE CORPORATION'S,
INITIAL REGISTERED OFFICE AND INITIAL
REGISTERED AGENT.-

The street address of the Corpotation's initial registered office and pricipal office is: 10231 SW Flagler Terr. Miami, Florida, 33174, and the name of the initial registered Agent of the corporation at that office is: Rocio Echaniz

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial Directors for this corporation until the first annual meeting of shareholders or until their successor are elected and qualified are:

Name:

Address:

Rocio Echaniz

10231 SW Flagler Terr
Miami, Fl, 33174.

ARTICLE VIII - INCORPORATOR

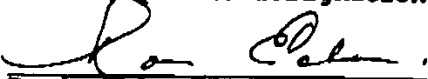
The name and address of the person signing these articles is:

Rocio Echaniz of 10231 SW Flagler Terr, Miami, Florida 33174.

ARTICLE IX - AMENDMENT

This corporation reserve the right to amend or repeal any provision contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

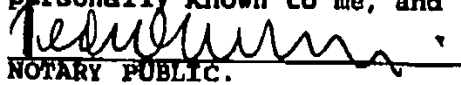
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th of May, 1997 and accept the designation of registered agent.



Rocio Echaniz.

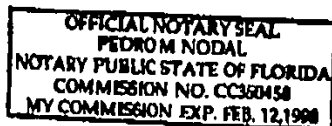
STATE OF FLORIDA }
COUNTY OF DADE }

The foregoing instrument was acknowledged before me this 20th day of May, 1997 by Rocio Echaniz Director of Sur Caribe Textile, Inc a Florida Corporation, on behalf of the corporation, He is personally known to me, and did not take an oath.



NOTARY PUBLIC.

Page 2 of 3



H97000008373

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida

1. The name of the corporation:

SUR CARIBE TEXTILE INC.

2. The name and address of the registered agent and office is:

ROCIO ECHANIZ 10231 SW FLAGLER TERR

(P.O. BOX NOT ACCEPTABLE)

MIAMI FL 33174

(CITY/STATE/ZIP)

SIGNATURE 

TITLE DIRECTOR/ PRESIDENT

DATE 5/20/97

HAVING BEEN NAMED 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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE 5/20/97

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