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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: KAO'S FASHIONS, INC.

AUDIT NUMBER.....H97000008677

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

CERT. OF STATUS..0

PAGES..... 4

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TALLAHASSEE, FLORIDA

10/27/97

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ARTICLES OF INCORPORATION

of

KAO'S FASHIONS, INC

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) 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:

KAO'S FASHIONS, INC**ARTICLE II - DURATION**

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

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of FIVE

Dollar(s) (\$ 5.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	FRANCISCO PEREZ		
ADDRESS	222 NW 162 AVE		
CITY	HOLLYWOOD	FLORIDA	ZIP 33028

The principal office, if known, or the mailing address of the corporation is:

NAME	FRANCISCO PEREZ		
ADDRESS	222 NW 162 AVE		
CITY	HOLLYWOOD	FLORIDA	ZIP 33028

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	ALBERTO ROBLES		
ADDRESS	222 NW 162 AVE		
CITY	HOLLYWOOD	STATE: FLORIDA	ZIP 33028
NAME	FRANCISCO PEREZ		
ADDRESS	222 NW 162 AVE		
CITY	HOLLYWOOD	STATE: FLORIDA	ZIP 33028
NAME	PREPARED BY: SOSA ACCOUNTING TAX SERVICE, INC		
ADDRESS	570 EAST 49 ST		
CITY	HIALEAH, FL 33013	STATE:	ZIP
		ACCOUNTANT: JOSE R. SOSA	

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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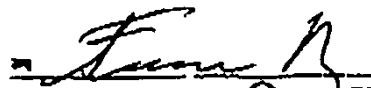
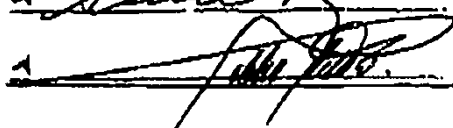
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ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	FRANCISCO PEREZ		
ADDRESS	222 NW 162 AVE		
CITY	HOLLYWOOD	STATE	FL ZIP 33028
NAME	ALBERTO ROBLES		
ADDRESS	222 NW 162 AVE		
CITY	HOLLYWOOD	STATE	FL ZIP 33028
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 28th
day of MAY, 1997.

 (Seal)
 (Seal)
_____ (Seal)

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**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

KAO'S FASHIONS, INC

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 222 NW 162 AVE

HOLLYWOOD, FL 33028

has named FRANCISCO PEREZ

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Francisco Perez
(registered agent)

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TALLAHASSEE, FLORIDA

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