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5/28/97

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FROM: ACE INDUSTRIES, INC. ACCT#: 070744001530
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571 FAX #: (305)358-7832

NAME: MADE IN MEXICO ~~INC.~~ II, INC.
AUDIT NUMBER.....H97000008741
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

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SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

May 28, 1997

ACE INDUSTRIES, INC.

SUBJECT: MADE IN MEXICO, INC.
REF: W97000012460

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Doris McDuffie
Corporate Specialist Supervisor

FAX Aud. #: H97000008741
Letter Number: 597A00028864

H97-8741

ARTICLES OF INCORPORATION

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TALAHASSEE, FLORIDA

Article 1: Name of Corporation MADE IN MEXICO II, INC.
Address of Corporation 445 GRAND BAY DRIVE APT. 301
KEY BISCAYNE, FLORIDA 33149

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED OFFICE: AZUL MEESER
and 445 GRAND BAY DRIVE APT. 301
REGISTERED AGENT: KEY BISCAYNE, FLORIDA 33149

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

[Signature] 3/20/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Secretary/Additional Directors.

- 1. AZUL MEESER
445 GRAND BAY DRIVE APT. 301
KEY BISCAYNE, FLORIDA 33149

Article 5: The Name and Address of the INCORPORATOR is:

AZUL MEESER
445 GRAND BAY DRIVE APT. 301
KEY BISCAYNE, FLORIDA 33149

In witness whereof I have subscribed my name

[Signature]
Signature of Incorporator
AZUL MEESER

H97-8741
Prepared by:

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