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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: GABY'S FASHIONS, INC.

AUDIT NUMBER.....H97000010556

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

CERT. OF STATUS..0

PAGES..... 6

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CERTIFICATE OF INCORPORATION

ARTICLES OF INCORPORATION FOR

GABY'S FASHIONS, INC.

We the undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation privileges, and immunities of a corporation for profit, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

GABY'S FASHIONS, INC.

ARTICLE II

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

ARTICLE III

The corporation is authorized to issue one hundred (100) shares of \$5.00 par value Common Stock, which shall be designated "Common Shares". Shares of Common Stock by both the president and vice-president. Stocks will have no value if not signed by the president and vice-president.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than Five hundred (\$500.00) dollars,

PREPARED BY: GIOVANNI CASTELLANOS

**VARES, INC./ OLIVERA & ASSOCIATES
1216 SW 3RD STREET
MIAMI, FL 33135
(305) 642-7611**

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ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be:

**3371 SW 27TH STREET
Miami, Fl. 33133
(305) 446-8478**

ARTICLE VII

The number of the Board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the First Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-Laws and the Acts of Legislature, shall hold office for the Corporation, are:

**ANDREA VILLALOBOS
3371 SW 27TH STREET
Miami, Florida, 33133
(305) 446-8478**

PRESIDENT

**RAMON A. VILLALOBOS
3371 SW 27TH STREET
Miami, Florida, 33133
(305) 446-8478**

VICE-PRESIDENT

**JUAN ORTIZ
3371 SW 27TH STREET
Miami, Florida, 33133
(305) 446-8478**

SECRETARY/TREASURER

The Board of Directors will be able to utilize all powers granted them by law in order to direct the Corporation as they see fit.

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ARTICLE VIII

The names and post office addresses of each shareholder and registered agent to the Certificate of Incorporation are as follows:

SHAREHOLDERS

% OF SHARES

ANDREA VILLALOBOS
3371 SW 27TH STREET
Miami, Florida, 33133
(305) 446-8478

50%

RAMON A VILLALOBOS
3371 SW 27TH STREET
Miami, Florida, 33133
(305) 446-8478

25%

JUAN ORTIZ
3371 SW 27TH STREET
Miami, Florida, 33133
(305) 446-8478

25%

ARTICLE IX

The corporation shall have the right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to The inspection of the stockholders, and no stockholders shall have any right of inspections of any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in it's By-laws confers power upon it's Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute.

The corporation reserves the rights to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now hereafter prescribed by statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

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We, the undersigned, being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to do business Both within and without the State of Florida, do hereby declaring and certifying that the facts herein stated are true, and so respectively agree to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, this 19TH day of May of the year 1997.

X Andrea Villalobos

ANDREA VILLALOBOS, PRESIDENT

X Ramon A Villalobos

RAMON A VILLALOBOS, VICE-PRESIDENT

X

JUAN ORTIZ, SECRETARY/TREASURER

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STATE OF FLORIDA)
) SS
COUNTY OF DADE

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments, personally appeared

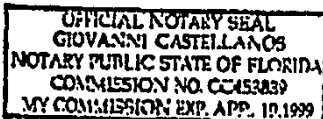
ANDREA VILLALOBOS, RAMON A VILLALBOS & JUAN ORTIZ

Who, after being duly sworn by me, depose and say that he signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal, at Miami, Dade County, Florida, this 19TH day of May of the year 1997.


GIOVANNI CASTELLANOS

Notary Public,
State of Florida at Large



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**CERTIFICATE OF ACKNOWLEDGMENT
OF REGISTERED AGENT
FOR SERVICE AND PROCESS WITHIN THE
STATE OF FLORIDA**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

That: GABY'S FASHIONS, INC.

**is qualified to do business under the laws of the State of Florida, with it's
REGISTERED OFFICE at:**

**3371 SW 27TH STREET
Miami, Florida, 33133
(305) 446-8478**

and has appointed: ANDREA VILLALOBOS.

As it's agent to accept services of process within the State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in the Certificate. I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping office said office.


ANDREA VILLALOBOS
Registered Agent

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