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RAFAEL A. BAYRON OR ISABEL BAYRON PH. 407-344-9694 2238 STONE HEDGE LOOP KISSIMMEE, FL 34743	
PAY TO THE Division OF CORPORATIONS 9	B 122,50
One hundred twenty two and fifty to	DOLLARS
Barriell CO7-032 Barriell SDowerplum Cenler Riskmaes, Florida 34759	E
FOR Rofael A.	Bayrer .
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DIVISION OF COLLABORATIONS

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STATE STATIONS OF AND STATIONS

ARTICLE OF INCORPORATION

OF

STUDIO FASHIONS, INC.

THE UNDERSIGNED INCORPORATIOS, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE 1 - NAME

THE NAME OF THE CORPORATION SHALL BE:

STUDIO FASHIONS, INC.

THE PRINCIPAL OFFICE OF THIS CORPORATION SHALL BE:

2612 BOGGY CREEK ROAD KISSIMMEE, FL 34743

ARTICLE II - NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, OR ANY OTHER STATE, COUNTRY, TERRITORY, OR NATION.

ARTICLE III - CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

ONE HUNDREDS (100) SHARES OF COMMON STOCK HAVING A PAR VALUE OF ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV - TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE V - OFFICERS/DIRECTORS

THE NAME AND ADDRESS OF THE INITIAL OFFICER AND DIRECTOR WHO SHALL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION'S EXISTENCE OR UNTIL THEIR SUCCESSORS ARE ELECTED ARE:

RAFAEL A. BAYRON 2232 STONEHEDGE LOOP KISSIMMEE, FL 34743

ARTICLE VI - INCORPORATORS

THE NAME AND STREET ADDRESS OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION ARE:

RAFAEL A. BAYRON 2238 STONEHEDGE LOOP KISSIMMEE, FL 34743

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATIONS AT THIS $_/8$ DAY OF \cancel{August} , 1997.

SIGNATURE OF INCORPORATORS

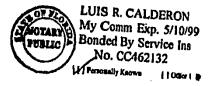
Rafael A. Bayrin

STATE OF FLORIDA COUNTY OF OSCEOLA

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED AND SWORN TO BEFORE ME THIS _/B DAY OF AUgus7 _____, 1997.

NOTARY PUBLIC, STATE OF FLORIDA

(SEAL)



CERTIFICATION DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE REQUIREMENTS OF SECTION 607.034 AND 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 IS:

STUDIO FASHIONS, INC. 2612 BOGGY CREEK ROAD KISSIMMEE, FL 34743

2- THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

RAFAEL A. BAYRON 2238 STONEHEDGE LOOP KISSIMMEE, FL 34743

SIGNATURE:

Rafael A. Bayron (CORPORATE OFFICER)

TITLE: PRESIDENT

DATE: 08 / 18 / 97

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT 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 THE ABOVE MENTIONED FLORIDA STATUTES.

SIGNATURE:

(RESIDENT AGENT)

DATE: 08/18/97