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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-08/27/97--01019--002
***131.25 ***131.25

SUBJECT: B' ME CLOTHING FOR - U- INC.
(Proposed corporate Name- must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 131.25 Filing Fee, Certified Copy & Certificate

FROM: J.C. Accounting & Tax Services (JOSE N. CORREA)

8900 S.W. 107 AVE. SUITE 311

MIAMI, FL 33176

(305) 271-2060
Daytime Telephone number

FILED
97 AUG 27 AM 9:48
TALLAHASSEE, FLORIDA
STATE

AUG 28

Jose Correa GAVE
AUTHORIZATION BY PHONE TO
CORRECT Principal Office
DATE 8/28/97
COJ. EXAM BSB

14120 SW 142nd Ave
Miami, FL 33186

FILED
97 AUG 27 AM 9:48
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
B' ME CLOTHING FOR - U - INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is B' ME CLOTHING FOR - U - INC.
14120 S.W. 142nd Avenue
Miami, FL 33186

ARTICLE II
SHARES

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

JOSE N CORREA
J.C. Accounting & Tax Services
8900 S.W. 107 Ave. Suite 311
DADE County
MIAMI, FL 33176

ARTICLE IV PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE V DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

PATRICIA ARANGO , PRESIDENT
9516 S.W. 154 PL
MIAMI, FL 33196

WILLIAM MONTOYA, VICE PRESIDENT
9516 S.W. 154 PL
MIAMI, FL 33196

ALFONSO CRISMATT, SECRETARY
9516 S.W. 154 PL
MIAMI, FL 33196

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or

her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.


Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



PATRICIA ARANGO, Incorporator
9516 S.W. 154 PL
MIAMI, FL 33196



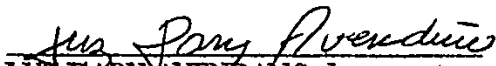
JUAN MARQUEZ, Incorporator
15036 S.W. 104 ST. APT. 2115
MIAMI, FL 33196



WILLIAM MONTOYA, Incorporator
9516 S.W. 154 PL
MIAMI, FL 33196



ALFONSO CRISMATT, Incorporator
9516 S.W. 154 PL
MIAMI, FL 33196



LUZ DARY AVENDANO, Incorporator
15036 S.W. 104 ST. APT. 2115
MIAMI, FL 33196

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: B' ME CLOTHING FOR -U- INC.

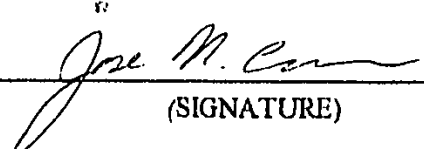
2. The name and address of the registered agent and office is:

JOSE N. CORREA

8900 S.W. 107 AVE. SUITE 311

MIAMI, FL 33176

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

8/26/97
(DATE)

FILED
97 AUG 27 PM 9:48
TALLAHASSEE
FLORIDA