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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: USA JEANS, INC.

AUDIT NUMBER.....H97000015745

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: USA Jeans, Inc.

The principle place of business of this corporation shall be: 2750 NW 3rd Avenue #2  
Miami, FL 33127

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or 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:.....( 500 )  
Shares of common stock; having par value of:.....(\$ 1 - 00) each.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

<u>NAME (S)</u>	<u>TITLE(S)</u>	<u>ADDRESS (ES)</u>
Young Koo Kim	President	15145 Dunbarton St. Miami, FL 33016
Kyong Ja Kim	Secretary	15145 Dunbarton St. Miami, FL 33016

Sandy H. Cho, CPA  
2750 NW 3rd AVE #9  
Miami, FL 33127  
(305) 576-4434

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ARTICLES VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is (are):

NAME(S)


ADDRESS(ES)

Young Koo Kim

15145 Dunbarton Street  
Miami, FL 33016

IN WITNESS WHEREOF, the undersigned incorporator(s) has have executed these Articles of Incorporation this 22nd day of September, 19 97.

Signature(s) of incorporator(s)

  
\_\_\_\_\_

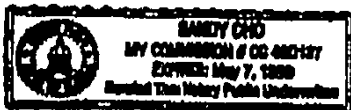
STATE OF FLORIDA

COUNTY OF Dade


THE FOREGOING instrument was acknowledged and sworn to before me this 22nd day of September, 19 97, by Young Koo Kim  
(Name of incorporator)

of USA Jeans, Inc.

(Name of Corporation)



(SEAL)

  
Notary Public Sandy Cho  
at large  
My Commission Expires: May 7, 1999

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**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 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: USA Jeans, Inc.

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

Young Koo Kim

2750 NW 3rd Avenue #2

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33127

(CITY/STATE/ZIP)

SIGNATURE 

(Corporate Officer)

TITLE President

DATE Sept. 22, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF THE STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

(Registered Agent)

DATE Sept. 22, 1997

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