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Tue Oct 14, 1997

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-10/15/97--01055--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Corporate Records Bureau  
Division of Corporations  
Department of State  
P O Box 6327  
Tallahassee, Fl 32314

Re: TRANSWORLD TEXTILES, INC.

Enclosed are original and one copy of the Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$70.00 representing the filing fee.

Please forward the certified copy of the charter to the undersigned upon issuance.

Sincerely,

*per Odalis, just filing not certified copy.*



Pedro P. Delgado,  
Certified Public Accountant

/wp

*(305) 661-7526*

Odalis GAVE  
AUTHORIZATION BY PHONE TO

CORRECT certified copy

DATE 10/15/97

DOC. EXAM T.M.

*T.M. 10/15/97*

FILED  
97 OCT 15 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pedro P. Delgado  
Comprehensive Bus. Serv.  
1320 S. Dixie Hwy  
Coral Gables 33146*

ARTICLES OF INCORPORATION

OF

TRANSWORLD TEXTILES, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract, and executes the same for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of this corporation is TRANSWORLD TEXTILES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

This corporation may engage or transact in 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 IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ten thousand (10,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V - INITIAL CAPITAL

This corporation will begin business with at least Five Hundred Dollars (\$500.00) as capital.

FILED  
97 OCT 15 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI - PRINCIPAL OFFICE IN FLORIDA

The initial street address of this corporation in the State of Florida shall be:

1320 S. Dixie Highway, #220

Coral Gables, Fl 33146

The board of directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the stockholders, but shall never be less than one. The Director is: Arthur Infeld, 1200 NW 34 Ave, Miami, FL 33125.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price which it is offered to others. The sale of stock by the shareholder shall be limited and governed by a shareholders agreement.

ARTICLE IX - OFFICERS

The name and address of the initial officer(s) of this corporation is(are):

Arthur Infeld, President

1200 N.W. 34 Avenue

Miami, Fl 33125

ARTICLE X - SUBSCRIBERS

The name(s) of the person(s) signing these Articles of Incorporation as a subscriber(s), the number of shares he(she) agreed to take and the value of the consideration therefor is(are):

ARTHUR INFELD, 500 SHARES, \$500.00 CONSIDERATION.

The street address of the above subscriber(s) is(are):

1200 N.W. 34 AVENUE, MIAMI, FL 33125

ARTICLE XI - INITIAL REGISTERED AGENT

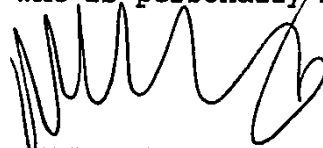
Pursuant to Florida Statue 607.114, TRANSWORLD TEXTILES, INC. with its principal office at 1320 S. Dixie Hwy., #220, Coral Gables, Fl 33146 has named as its initial registered agent PEDRO P. DELGADO, C.P.A., 1320 South Dixie Highway, Suite 220, Coral Gables, Fl 33146.

IN WITNESS WHEREOF, we, as subscribers, have executed the foregoing Articles of Incorporation as of Tue Oct 14, 1997.

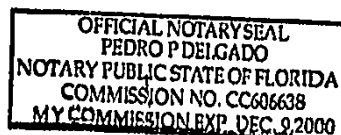
 (SEAL)

STATE OF FLORIDA }  
COUNTY OF DADE }

The foregoing instrument was acknowledged before me this Tue Oct 14, 1997, by ARTHUR INFELD, who is personally known to me and who did not take an oath.



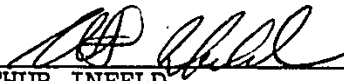
NOTARY PUBLIC, State of Florida at Large  
Pedro P. Delgado  
My Commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MY BE SERVED

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

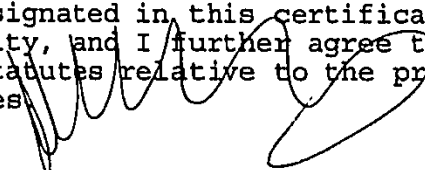
FIRST--That TRANSWORLD TEXTILES, INC. desiring to organize or  
qualify under the Laws of the State of Florida, with its  
principal place of business at Coral Gables, State of Florida,  
has named PEDRO P. DELGADO, C.P.A., located at 1320 South Dixie  
Highway, Suite 220, Coral Gables, Fl 33146, as its agent to  
accept service of process within Florida.

  
ARTHUR INFELD

TITLE PRESIDENT

DATE Tue Oct 14, 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 all statutes relative to the proper  
and complete performance of my duties.

  
PEDRO P. DELGADO-Registered Agent

DATE Tue Oct 14, 1997

FILED  
97 OCT 15 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA