P97000095308

IGAL AZANI 8571 N.W. 36TH STREET APT. 301 SUNRISE, FLORIDA 33351

OCTOBER 29, 1997

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL. 32302

SUBJECT:

REPUBLIC FASHIONS INC.

(PROPOSED NAME OF CORPORATION)

ENCLOSED YOU WILL FIND THE SUM OF \$78.75 AS WELL AS ONE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION.

THANKING YOU IN ADVANCE

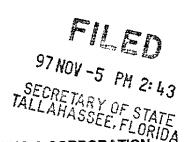
IGAL AZANI

97 NOV -5 PM 2: 43
SECRETARY OF STATE
ALLAHASSEE, FLORIDA

BR 11/5/97

ARTICLES OF INCORPORATION

OF



REPUBLIC FASHIONS INC.

THE UNDERSIGNED INCORPORATOR(S) FOR PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE 1 - NAME

THE NAME OF THIS CORPORATION IS:

REPUBLIC FASHIONS INC.

ARTICLE II - PRINCIPAL OFFICE

THE PRINCIPAL OFFICE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

8571 N.W. 36TH STREET APT. 301 SUNRISE, FLORIDA 33351

ARTICLE III - CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

ONE THOUSAND

COMMON SHARES AT ONE DOLLAR PAR.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

IGAL AZANI 8571 N.W. 36TH STREET APT. 301 SUNRISE, FLORIDA 33351

ARTICLE V - INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) TO THESE ARTICLES OF INCORPORATION IS (ARE):

1 IGAL AZANI 8571 N.W. 36TH STREET APT. 301 SUNRISE, FLORIDA 33351

ARTICLE VI- OFFICER(S)

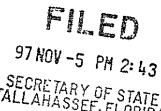
THE NAME AND ADDRESS OF THE OFFICER AND DIRECTOR OF THE CORPORATION IS (ARE):

1 IGAL AZANI

PRESIDENT/SECRETARY

THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS 29TH DAY OCTOBER, 1997.

Signature/Title



CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501, FLORII 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 FLORIDA.

1. THE NAME OF THE CORPORATION IS:

REPUBLIC FASHIONS INC.

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

| (NAME) | |
|--------------------------|-------------|
| (····) | |
| 8571 N.W. 36TH STRE | ET APT. 301 |
| (P.O. BOX NOT ACCEPTABLE | a) |

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROGRESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFIC I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN I 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 OF MY POSITION AS REGISTERED AGENT.

SIGNATURE : (M) (W)

DATE : QCTOBER 29, 1997