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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.
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NAME: WONDERFUL CLOTHING, INC.

AUDIT NUMBER.....H97000018929

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

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 14, 1997

FAS-T CORP AGENTS

SUBJECT: WONDERFUL CLOTHING, INC.
REF: W97000025725

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000018929
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ARTICLES OF INCORPORATION
OF
WONDERFUL CLOTHING, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

All the undersigned, hereby associate together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provision of the Laws of said State providing for the information, liabilities rights, privileges and immunities of a corporation for profit.

ARTICLE I
NAME, ADDRESS AND AGENT

The name of this corporation shall be: WONDERFUL CLOTHING, INC. here and after referred to as the corporation Its principal office shall be located at: 12360 S.W. 132 Ct. # 210 Miami, Fl. 33186 Its Registered agent shall be: Aracelis Pardo

ARTICLE II
NATURE OF BUSINESS

Section 1. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things herein after mentioned, as fully and to the same extent s natural persons might of could, viz.

A.- To carry on business in the United States of North America or any foreign Country or Countries, to buy, sell, export, lease, sublease, hold, procure, transport, manufacture, acquire and deal generally, both in wholesale and retail, in goods and services of all types, both as principal, and/ or agent in any part of the world.

B.- To purchase, sell , trade, Import and Export machinery, parts and supplies in the United States of North America or any foreign Country or Countries.

ARTICLE III
CAPITAL STOCK

The capital stock of the Corporation upon commencing business operation shall consist of ONE HUNDRED (100) shares of \$ 10.00 dollars per value for Incorporation purposes, each share will have a nominal value set at TEN DOLLARS (\$10.00) per share as consideration. Said shares of common stock to have \$ 10.00 as per value, all shares to be issued fully paid and non assessable, the capital stock of this corporation may be paid in lawful money of the U.S.A. in property, labor of services at a fair and just valuation to be fixed by the stockholder or by the Board of Directors. Determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

Prepared by: Y A Professional Service, Inc.
12360 S.W. 132 Ct. suite 210
Miami, Fl. 33186
Phone 305-971-3340

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ARTICLE IV
INITIAL CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than ONE THOUSAND DOLLARS (1000.00)

ARTICLE V
TERM OF EXISTENCE

The Corporation shall have perpetual existence.-----

ARTICLE VI
BOARD OF DIRECTORS

The Board of Directors shall consist of not less than (2) persons.

ARTICLE VII
INITIAL DIRECTORS AND OFFICERS

The name and address of the first Board of Director who are subject to the provisions of these articles of Incorporation, the By-laws and the act of the legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified are the following.-----

NAME	ADDRESS	TITLE
ARACELIS PARDO	3143 Clint Moore Road Boca Raton, Fl. 33496	PRESIDENT
CARLOS A. PARDO	11036 Blue Coral Dr. Boca Raton, Fl. 33498	SECRETARY
ANICETO GONZALEZ JOSE LUIS ALFONSO	Venezuela Venezuela	VICE-PRESIDENT TREASURER

ARTICLE VIII
SUBSCRIBERS

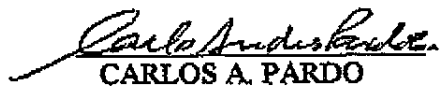
NAME	TITLE	SHARES
ARACELIS PARDO	PRESIDENT	- 25%-
CARLOS A. PARDO	SECRETARY	-25%-
ANICETO GONZALEZ	VICE-PRESIDENT	- 25%-
JOSE LUIS ALONSO	TREASURER	-25%-

ARTICLE VIII
BY-LAWS

The regulation of the business and the conduct of the affair of the corporation and the provision creating and limiting the power of the corporation, the directors and the stockholders or any class of stockholders of the corporation, shall be controlled by the By-laws which shall be adopted by stockholders of the corporation as soon as practicable after the corporation shall be formed which said By-laws may from time to time and whenever be necessary by amended by the Board of Directors of the Corporation IN WITNESS WHEREOF, The undersigned have made and signed these Articles of incorporation at Miami, Florida County of Dade.-----


ARACELIS PARDO
President


ANICETO GONZALEZ
Vice-President


CARLOS A. PARDO
Secretary

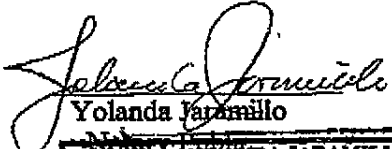
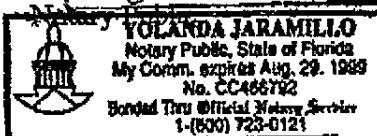

JOSE LUIS ALFONSO
Treasurer

STATE OF FLORIDA)

) S.S
COUNTY OF DADE)

I , HEREBY CERTIFY that on this day, June 25, 1997 before me personally appeared the undersigned authority: Aracelis Pardo, Carlos A. Pardo, Aniceto Gonzalez and Jose Luis Alfonso, as President, Secretary, Vice-President, and Treasurer respectively, of WONDERFUL CLOTHING, INC., to me well known to be the persons and subscribers and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have here unto set my hand and official seal, at Miami, County of Dade, State of Florida.


Yolanda Jaramillo

YOLANDA JARAMILLO
Notary Public, State of Florida
My Comm. expires Aug. 29, 1999
No. CC466782
Bonded Thru Official Notary Service
1-(800) 723-0121

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

WONDERFUL CLOTHING, INC..

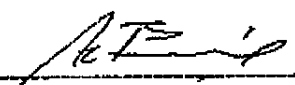
2.- The name and address of the registered agent and office is:

ARACELIS PARDO
1-2360 S.W. 132 Ct.- suite 210
Miami, Fl 33186

Signature: _____


ARACELIS PARDO
President

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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


ARACELIS PARDO
Registered Agent

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