

P 97000105619

Please

INCORPORATE

THE ORION COLLECTION CORPORATION
AND SEND BACK TO

#880 W. 20 AVE #45
HIALEAH FL. 33016

800002372038--8
-12/15/97-01062-010
***122.50 ***122.50

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

97 DEC 15 PM 12:35

FILED

Enclosed is a check for ^{US\$}122.50 To pay
the Corporation fees including the certified
copy of the Articles of Incorporation.

Thank You

FILIPPE FREITAS

WMM
12-16-97

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE ORION COLLECTION CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE
NAME

The name of the corporation is THE ORION COLLECTION CORPORATION.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The corporation is formed to engaged in the assembling, distribution, wholesale, import, export and /or marketing of particular items of merchandise, and it is also authorized to engage in any other business which is permitted to corporations under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 100, all of which shall be common shares with par value of US\$ 5.00 .

ARTICLE FIVE REGISTERED OFFICE

The street address of the initial registered office of the corporation is 7880 W. 20th avenue n.45, Hialeah, Florida 33016, and the name of the initial registered agent at such address is Filipe Freitas. The Company also intends to have an office at 7880 W. 20th avenue #45 Florida 33016.

ARTICLE SIX DIRECTORS

The initial Board of Directors shall consist of Two Directors;

FILIFE FREITAS	7880 W. 20TH AVE #45
	HIALEAH, FLORIDA 33016

GONCALO FREITAS	7880 W. 20TH AVE #45
	HIALEAH, FLORIDA 33016

ARTICLE SEVEN INCORPORATORS

The name and address of the incorporators of this corporation are as set forth above under Article Six, above.

IN WITNESS WHEREOF, FILIPE FREITAS AND GONCALO FREITAS HAVE
SUBSCRIBED THEIR NAMES THIS 8th DAY OF December, 1997.


FILIPE FREITAS

FL DL # F 632-240-57-082-0


GONCALO FREITAS

FL DL # F 632-297-59-007-0

STATE OF FLORIDA
COUNTY OF DADE

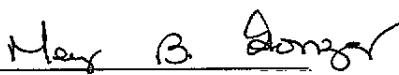
On this 8th day of December, 1997, before me the undersigned officer personally
appeared Filipe Freitas and Goncalo Freitas, know to me to be the persons whose names
are subscribed to the above Articles of Incorporation, and they acknowledge that they
executed the same for the purposes therein contained.

In WITNESS WHEREOF, I have hereunto set my hand and official seal.

My Commission Expires



Mery B Gonzalez
My Commission CC588959
Expires Sep. 29, 2000


Notary Public, State of
Florida

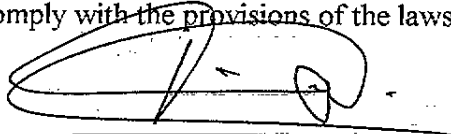
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In compliance with Chapter 607.034 Florida Statutes, the following is submitted.

THE ORION COLLECTION CORPORATION, desiring to organize under the laws
of the State of Florida, with its principal office as indicated in the Articles of
Incorporation, in the County of Dade, State of Florida, has been named Filipe Freitas,
located 7880 W. 20 th avenue, Hialeah, Florida 33016, as its agent to accept service of
process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at
the place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of the laws relative to keeping open said office.



Filipe Freitas
Registered Agent

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TALLAHASSEE, FLORIDA