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((H97000021262 5))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: IL PUNTO, INC.

AUDIT NUMBER.....H97000021262

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

CERT. OF SNTATUS..0

PAGES.....5

CERT. COPIES.....1

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IL Punto, Inc.

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spanish is period.

IL period, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. McKnight DEC 31 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 30, 1997

EMPIRE

SUBJECT: IL PUNTO, INC.
REF: W97000028799

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.

Please provide an English translation for the entity's name in your cover letter.

You must list the corporation's principal office and/or a mailing address in the document.

If you have any further questions concerning your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

FAX Aud. #: H97000021262
Letter Number: 997A00060748

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
IL PUNTO INC.

WE, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a Corporation for Profit under the provisions of Section 607 of the Florida Statutes, with all powers, rights, privileges, and immunities; and to that end we do, by these Articles, set forth:

ARTICLE I - NAME

The name of this Corporation is IL PUNTO, INC. (hereinafter referred to as the "Corporation") and its mailing address is 7381 SW 32nd Street, Miami, Florida 33155.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida. Specifically, this Corporation is to engage in the Selling of Men's apparel.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue ten shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

THIS DOCUMENT PREPARED BY:
Eduardo A. Exposito, Esquire
ATTORNEY AT LAW
10621 N. KENDALL DRIVE, STE 208
MIAMI, FLORIDA 33176
FBN: 0002054

(305) 595-5553

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ARTICLE V - REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Eduardo A. Exposito and his address is 10621 North Kendall Drive, suite 208, Miami, Florida 33176.

ARTICLE VI - INITIAL 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 Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

NAME

ADDRESS

Jorge N. Saez

7381 SW 32nd Street,
Miami, Florida 33155

- (a) Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws of this Corporation.
- (b) The business affairs of this Corporation shall be managed by the Board of Directors, and
- (c) The Board of Directors shall be shareholders in the Corporation.

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended, or repealed by either the shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

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ARTICLE IX - INCORPORATORS

The name of the person signing these Articles is Jorge N. Saez.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29 day of Dec, 1997.


Jorge N. Saez

Re: Il Punto Inc.

ACKNOWLEDGMENT

STATE OF FLORIDA)
) s.s.
COUNTY OF DADE)


BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida, duly qualified and commissioned by the Governor and Secretary of State of Florida, personally appeared: Jorge N. Saez to me known, or who produced the following identification DL # 03-05-694-5200-434-69-9850 to be the person described herein as incorporator and who executed the foregoing ARTICLES OF INCORPORATION, and he acknowledged before me that he executed and subscribed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and attached my official seal of office, this 29 day

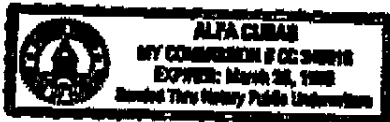
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of Dec 1997, in the City of MIAMI, County of DADE in the State of Florida.


Notary Public,
State of Florida.

My commission expires:



ILL PUNTO INC.

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

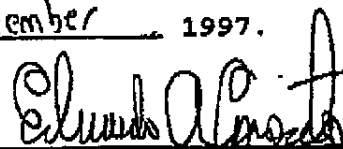
IN COMPLIANCE WITH FLORIDA STATUTES § 607.034, THE FOLLOWING IS
SUBMITTED:

That ILL PUNTO INC, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named Eduardo A. Exposito, whose address is 10621 N. Kendall Drive, suite 208, Miami, Florida, County of Dade, State of Florida, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 19th DAY OF December 1997.

By 
Registered Agent for
ILL PUNTO, INC.,

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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