



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1997

MARIA M. SCHAEFFER
3750 WEST 16TH AVENUE
SUITE 400A
HIALEAH, FL 33012

SUBJECT: JOHANNA FASHION & SEWING CORPORATION
Ref. Number: W97000028196

We have received your document for JOHANNA FASHION & SEWING CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 997A00059418

January 2nd 1998

FLORIDA DEPARTMENT OF STATE
ATT: NEYSA CULLIHAN
Document Specialist

Here is our address as per your petition:
3750 West 16th Avenue Ste-400A
Hialeah, Fl. 33012

Tel: (305) 820-1300, please ask for Maria.

The principal office and the mailing address is the same:

3750 West 16th Avenue, STE-400A
Hialeah, FL., 33012

We apologize by the mistake,.. Have a nice and prosperous
New Year 1998!!!

Regards ..


Maria M Schaeffer..

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

JOHANNA FASHION & SEWING CORPORATION.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

JOHANNA FASHION & SEWING CORPORATION

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of one dollar Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

This is also the Principal office address

NAME	MARIA M. SCHAEFFER		
ADDRESS	3750 WEST 16th Avenue STE-400A		
CITY	HIALEAH,	FLORIDA	FL. ZIP 33012

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	MARIA M. SHAEFFER		
ADDRESS	3750 WEST 16th Avenue STE-400A		
CITY	HIALEAH,	STATE	FLORIDA ZIP 33012
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	MARIA M. SCHAEFFER		
ADDRESS	3750 WEST 16th Avenue STE-400A		
CITY	HIALEAH,	STATE	FLORIDA ZIP 33012
NAME			
ADDRESS			
CITY		STATE	
NAME			
ADDRESS			
CITY		STATE	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 26th day of NOVEMBER, 19 97.

Maria M. Schaeffer (Seal)
 MARIA M SCHAEFFER
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
) SS
 COUNTY OF DADE)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

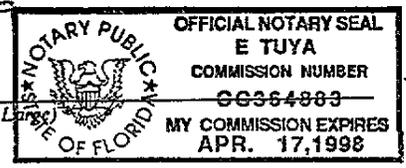
MARIA M SCHAEFFER

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that SHE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 26th day of November, 19 97.

(Notary Seal)

(Notary Public, State of Florida at Large)



My Commission expires

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

JOHANNA FASHION & SEWING CORPORATION

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 3750 WEST 16th Avenue STE-400A

Hialeah, Fl 33012

has named MARIA M schaeffer

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

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

Maria M. Schaeffer
(registered agent)
MARIA M SCHAEFFER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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