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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ZAMBEZI CLOTHING, INC.

AUDIT NUMBER.....H98000000561

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

CERT. OF STATUS..0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

January 9, 1998

EMPIRE CORPORATE KIT COMPANY

SUBJECT: ZAMBEZI CLOTHING, INC.
REF: W98000000626

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ZAMBEZI CLOTHING, INC

ARTICLE I - NAME

The name of the corporation is:

ZAMBEZI CLOTHING, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized under the laws of the State of Florida, as a corporation for profit, and may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock, each share having a par value of ONE (\$1.00) DOLLAR.

Prepared by:
Maria R. Fernandez-Gomez, Esq.
255 Alhambra Circle
Suite 610
Coral Gables, Fl. 33134
Fla. Bar No. 998494
(305) 441-8080

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 947 Lenox Avenue, Apt. 503 Miami Beach, Florida 33139 and the name of the initial registered agent of this corporation at that address is TERESA BURNS.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is:
947 Lenox Avenue, Apt. 503 Miami beach, Florida 33139.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is: TERESA BURNS, 947 Lenox Avenue, Apt. 503 Miami Beach, Florida 33139.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: TERESA BURNS, 947 Lenox Avenue, Apt. 503, Miami Beach, Florida 33139.

ARTICLE VIII - INDEMNIFICATION

The 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 - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of January, 1998.


TERESA BURNS
INCORPORATOR

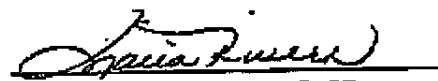
STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared TERESA BURNS, known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed the same for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 7th day of January 1998.


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My commission expires:

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CERTIFICATE DESIGNATING AGENT

(F.S. Sec. 48.091)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BE IT KNOWN THAT:

ZAMBEZI CLOTHING, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Dade County, Florida, has named TERESA BURNS, whose address is 947 Lenox Avenue, Apt. 503, Miami Beach, Florida 33139, as its agent to accept service of process within Florida.

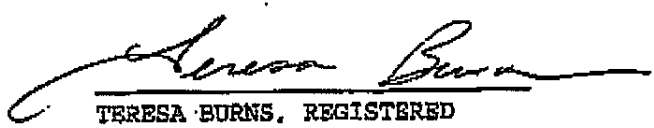
ZAMBEZI CLOTHING, INC.

BY: 

TERESA BURNS

DATED this 7th day of January, 1998.ACCEPTANCE

Having been named to accept service of process for ZAMBEZI CLOTHING, INC., 947 Lenox Avenue, Apt. 503, Miami Beach, Florida, 33139, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


 TERESA BURNS, REGISTERED
 AGENT
DATED this 7th day of JANUARY, 1998.

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