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1/12/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305) 358-2571

FAX #: (850) 932-4001

ACCT#: 070741001530

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NAME: VALUELAND FASHION, INC.
AUDIT NUMBER.....H98000000663
DOC TYPE.....FLORIDA PROFIT CORPORATION OR F.A.
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HA8-663

ARTICLES OF INCORPORATION

Article 1: Name of Corporation
Address of Corporation

VALUELAND FASHION, INC.

2601 NORTHWEST 5th AVENUE Suite

MIAMI, FLORIDA 33127

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 10,000, with a par value of \$0.01. (PAR VALUE IS NOT REQUIRED).

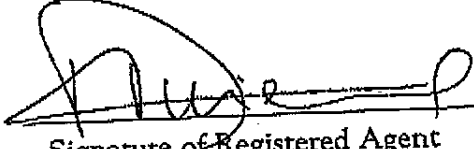
Article 3: REGISTERED AGENT:
and
REGISTERED OFFICE:

PATRICK DURIEUX

11111 BISCAYNE BOULEVARD Suite 1758

MIAMI, FLORIDA 33181

I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.


Signature of Registered Agent

1/12/98

Date

Article 4: The BOARD of DIRECTORS are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, Sec/Treasurer.

1. PATRICK DURIEUX

11111 BISCAYNE BOULEVARD Suite 1758

MIAMI, FLORIDA 33181

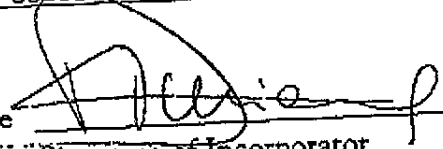
Article 5: The Name and Address of the INCORPORATOR is:

PATRICK DURIEUX

11111 BISCAYNE BOULEVARD Suite 1758

MIAMI, FLORIDA 33181

In witness whereof, I have subscribed my name


Signature of Incorporator

PATRICK DURIEUX

Prepared by:
Ace Industries, Inc.
54 NW 11th Street
Miami, FL 33136
(305) 358-2571

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