

LAW OFFICE OF
STEPHEN A. WAGNER
ATTORNEY - AT - LAW

January 20, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

500002411715--7
-01/26/98-01082--003
****122.50 ****122.50

Re.: WOOLCO, Inc.

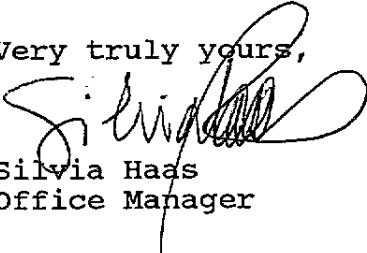
Gentlemen:

Enclosed please find the original and a copy of Articles of Incorporation of WOOLCO, Inc. Also enclosed is a a check for \$122.50 payable to the Secretary of State, as payment for the incorporation.

Kindly send back a copy of the Certified Articles to us A.S.A.P.

Thank you for your prompt attention to this matter.

Very truly yours,


Silvia Haas
Office Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF:

WOOLCO, Inc.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation for profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: WOOLCO, Inc.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

1. To engage in the retail business and to do whatever may be necessary and convenient to carry on such a business and related activities, and to accomplish such objects as may be incident thereto.
2. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
3. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of

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real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other States and countries.

4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

5. To purchase the assets of any other corporation and engage in the same or other character of business.

6. To guarantee, endorse, purchase, hold, sell transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares at \$ 1.00 (One dollar) par value.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than One-Hundred Dollars (\$ 100.00).

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is:

2900 N.W. 109 Avenue, Miami, Florida 33172

The registered agent of the corporation is: Stephen J. Avrach, of 2900 N.W. 109 Avenue, Miami, Florida 33172

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall not have less than 1 (One) director, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than 1 (one).

ARTICLE VIII - INITIAL DIRECTORS and Officers

The name and street address of the initial Officer and Director is:

Name:	Address:
MARIO VIVES President/Secretary Director	2900 N.W. 109 Avenue Miami, Florida 33172

ARTICLE IX - SUBSCRIBERS

The name and street address of the sole Subscriber to these Articles of Incorporation is:

Name:	Address:
MARIO VIVES	2900 N.W. 109 Avenue Miami, Florida 33172

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, shall be proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - FURTHER POWERS

The corporation shall have the further right and power to: From time to time determine whether and to what extent and at what times and places and under what conditions and regulations, the accounts and books of this corporation, other than the stock book, or any of them shall be open for the inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

The corporation may in its By-Laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have the power, if the By-Laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to

keep the books of this corporation, subject to the provisions of the statutes, outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all right conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, being each and all of the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation for profit and to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our

hands and seals this 20th day of January, 1998

(L.S.)

MARIO VIVES

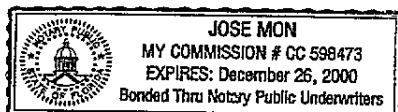
STATE OF FLORIDA)
S.S.
COUNTY OF DADE)

BE IT REMEMBERED that on this 20th day of JANUARY, 1998, before me, an officer duly authorized to take acknowledgments in the State and County Aforesaid, personally came MARIO VIVES, to me known to be the person described as Subscriber and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation, consisting of this page plus the foregoing FOUR (4) pages.

WITNESS my hand and official seal on this date and in the County and State above stated.

My Commission Expires:

Notary Public
State of Florida at Large.



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

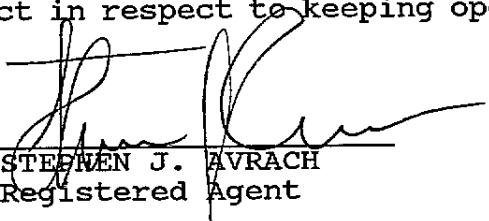
First, that WOOLCO, Inc.

desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at: 2900 N.W. 109 AVENUE, Miami, Florida 33172 has named STEPHEN J. AVRACH, of 2900 N.W. 109 Avenue, Miami, Florida 33172 as its 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 I agree to comply with the provision of said Act in respect to keeping open said office.

BY:


STEPHEN J. AVRACH
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA