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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: PANDORA FASHION, INC.

AUDIT NUMBER.....H98000002740

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: Pandora Fashion, Inc.

The principle place of business of this corporation shall be: 63 E. Flagler Street
Miami, FL 33131

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:.....(500)
Shares of common stock; having par value of.....(\$ 1.00) each.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

<u>NAME (S)</u>	<u>TITLE(S)</u>	<u>ADDRESS (ES)</u>
Jin Koo Lee	President/ Secretary	6904 SW 88th Street #F-103 Miami, FL 33156

Sandy H. Cho, CPA
2750 NW 3rd AVE #9
Miami, FL 33127
(305) 576-4434

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ARTICLES VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is (are):

NAME(S)

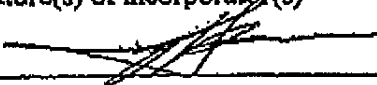
Jin Koo Lee

ADDRESS (ES)

6904 SW 88th Street #F-103
Miami, FL 33156

IN WITNESS WHEREOF, the undersigned incorporator(s) has have executed these Articles of Incorporation this 9th day of February, 19 98.

Signature(s) of incorporator(s)



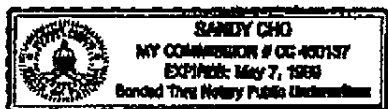
STATE OF FLORIDA

COUNTY OF Dade

THE FOREGOING instrument was acknowledged and sworn to before me this 9th day of February, 19 98, by Jin Koo Lee
(Name of incorporator)

of Pandora Fashion, Inc.

(Name of Corporation)



(SEAL)



Notary Public

My Commission Expires: May 7, 1999

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CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Pandora Fashion, Inc.

2. The name and address of the registered agent and office is:

Sandy H. Cho

2750 NW 3rd Avenue #9

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33127

(CITY/STATE/ZIP)

SIGNATURE 

(Corporate Officer)

TITLE President/Secretary

DATE Feb. 9, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF THE STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

(Registered Agent)

DATE Feb. 9, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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