

P98000019601



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 723863 131156A

AUTHORIZATION : *Patricia Pysit*

COST LIMIT : \$ 70.00

ORDER DATE : February 27, 1998

ORDER TIME : 8:44 AM

ORDER NO. : 723863-005

CUSTOMER NO: 131156A

CUSTOMER: Barry N. Brumer, Esq
BARRY N. BRUMER, ESQ

Major Center Office Plaza
Suite 230 5728 Major Boulevard
Orlando, FL 32819

900002443549--8

DOMESTIC FILING

NAME: FASHION MAGIC CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -2 AM 11:37

RECEIVED
98 MAR -2 PM 9:57
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -2 AM 11:37

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation of such corporation:

ARTICLE I - NAME AND PLACE OF BUSINESS

The name of the Corporation shall be:

FASHION MAGIC CORPORATION

The principal place of business of this Corporation shall be:

5450 International Drive
Orlando, FL 32819

ARTICLE II - TERM OF EXISTENCE

The period of the duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE III - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State, 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, fraternal benefits society, state fair or exposition.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal par value of \$1.00 per share.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$10,000.00.

ARTICLE VI - DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than two.

ARTICLE VII -- STOCK SUBSCRIBERS

The name and address of the stock subscribers are:

NAME: Maria Fatima Chixaro Gomez 50%
ADDRESS: 1969 S. Kirkman Road # 36
Orlando, FL 32811

NAME: Marta Kelly Franca Rocha 25%
ADDRESS: 7123 Yacht Basin Avenue # 321
Orlando, FL 32811

NAME: Luciano Silva Borsatto 25%
ADDRESS: 7123 Yacht Basin Avenue # 321
Orlando, FL 32811

ARTICLE VIII - OFFICERS

The name and address of each Officer of this Corporation, and their offices in the Corporation are:

NAME: Maria Fatima Chixaro Gomez
ADDRESS: 1969 S. Kirkman Road # 36
Orlando, FL 32811
POSITION: President

NAME: Marta Kelly Franca Rocha
ADDRESS: 7123 Yacht Basin Avenue # 321
Orlando, FL 32811
POSITION: Vice-President

NAME: Luciano Silva Borsatto
ADDRESS: 7123 Yacht Basin Avenue # 321
Orlando, FL 32811
POSITION: Secretary/Treasurer

ARTICLE IX - AMENDMENT

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

ARTICLE X - INCORPORATOR

The incorporator of these Articles of Incorporation is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 211, Orlando, FL 32819.

ARTICLE XI - REGISTERED AGENT


The initial registered agent, for notices and service of process, is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 211, Orlando, FL 32819.


Barry N. Brumer, Esquire

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Barry N. Brumer, Esquire, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 20th day of February, 1998.



Notary Public
State of Florida at Large
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
JO ELLEN BRUMER
COMMISSION # CC667356
EXPIRES 7/29/2001
BONDED THRU ASA 1-888-NOTARY1

ACCEPTANCE BY REGISTERED AGENT

Barry N. Brumer, Esquire, does hereby accept his appointment as registered agent for FASHION MAGIC CORPORATION.

Barry N. Brumer
Barry N. Brumer, Esquire

The above instrument was sworn to and subscribed before me this 20th day of February, 1998.

Notary Public
State of Florida at Large
My Commission Expires:

J. E. Brumer

NOTARY PUBLIC STATE OF FLORIDA
JO ELLEN BRUMER
COMMISSION # CC867358
EXPIRES 7/29/2001
BONDED THRU ASA 1-888-NOTARY1

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