

MARIA DEL CARMEN CUETO

ATTORNEY AT LAW

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CORAL GABLES, FLORIDA 33134

March 23, 1998

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

198000028415

Re: Articles of Incorporation  
ASIS FASHIONS, INC.

Dear Sir:

Enclosed the following in relation to the reference:

1. Two set of Articles of Incorporation
2. Our escrow check No.519 in the amount of \$131.25, covering filing fees and certified filed articles.

Please file the articles and return certificate to the undersigned, at the above address.

Should you have any question, please contact this office.

Thank you,

Very truly yours,

*Maria Del Carmen Cueto*  
Maria del Carmen Cueto

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 26 AM 8:32

ARTICLES OF INCORPORATION  
OF  
ASIS FASHIONS, INC.

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DIVISION OF CORPORATIONS  
98 MAR 26 AM 8:32

ARTICLE I NAME

The name of this corporation is ASIS FASHIONS, INC.

ARTICLE II DURATION

The corporation shall have perpetual existence commencing on the date of the filing of these articles.

ARTICLE III PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "COMMON SHARES".

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is:

13325 S.W. 1st. Terrace  
Miami, Fl. 33184

The initial registered agent of this corporation is:

Julio R. Gondar  
13325 S.W. 1st. Terrace  
Miami, Fl. 33184

ARTICLE VI INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have four (4) directors initially. The number of directors may be decreased or increased from time to time by the By-Laws but never shall be less than two (2).

The names and addresses of the initial directors and officers who shall hold office for the first year of the corporation existence or until their successors are elected and qualified, are as follows:

FIDEL ASIS 1455 NW 107 Ave. #576 Miami, Fl. 33172	President/Director
JULIO R. GONDAR 13325 SW 1st. Terrace Miami, Fl. 33184	VICE-President/Director
ILEANA LOPEZ 1455 NW 107 Ave., #576 Miami, Fl. 33172	Secretary/Director
CRISTINA GONDAR 13325 SW 1st. Terrace Miami, Fl. 33184	Treasurer/Director

#### ARTICLE VII BY-LAWS

The By-Laws of this corporation may be adopted, amended or replaced by either the stockholders or directors.

#### ARTICLE VIII INDEMNIFICATION

The corporation may indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE IX PREEMPTIVE RIGHTS

Every stockholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE X INCORPORATION

The name and address of the person signing these articles is:

JULIO R. GONDAR VICEPRESIDENT AND REGISTERED AGENT  
13325 SW 1st. Terrace  
Miami, Fl. 33184

#### ARTICLE XI AMENDMENT

This corporation reserves the right to amend or repeal any

provision contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.


IN WITNESS WHEREOFF, the undersigned has executed thses articles of incorporation this 13<sup>th</sup> day of MARCH, 1998.

  
Julio R. Gondar

ACCEPTANCE BY REGISTERED AGENT

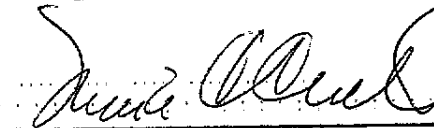
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGRESS TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated This 13<sup>th</sup> day of MARCH, 1998

  
Julio R. Gondar

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of MARCH, 1998, by JULIO R. GONDAR, as incorporator and who executed the foregoing articles of incorporation of ASIS FASHIONS, INC., and who I personally know.

  
Maria C. Cueto  
Notary Public

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