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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

EFFECTIVE DATE:

4-1-98

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: VANA FASHIONS, INC.

AUDIT NUMBER.....H98000006003

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

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. McKinnis MAR 27 1998

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EFFECTIVE DATE
4-1-98

**ARTICLES OF INCORPORATION
OF
VANA FASHIONS, Inc.**

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article 1. NAME:

The name of this corporation shall be: Vana Fashions, Inc.

Article 2. Nature of Business

This corporation may engage in or transact any or all 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 3. Principal Office:

The principal place of business and mailing address of this corporation shall be:
2142 NW 20 St. # 5 Miami, FL 33142.

Article 4. SHARES:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of Common Stocks at \$1.00 par value.

Article 5. Term of Existence

This corporation is to exist perpetually.

Article 6. INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and street address of the initial registered agent is:
Noel Perez 9912 NW 27th, Street Miami, Fl 33172

Article 7. The Board of Directors are as follows:

The name and street address of the initial directors are:
Noel Perez [Pres.] 9912 NW 27th, Street Miami, Fl 33172
Vivian Perez [V-Pres.] 9912 NW 27th, Street Miami, Fl 33172

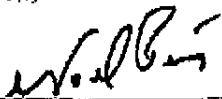
Article 6. Effective Date:

The effective date of these Articles of Incorporation shall be: April 1st, 1998

Article 7. Incorporator:

The name and street address of the incorporator to these Articles of Incorporation is:
Noel Perez 9912 NW 27th, Street Miami, Fl 33172

The undersigned incorporator has executed these Articles of Incorporation this 26th day of March, 1998



Noel Perez

Prepared by: Jose G. Torres,
18021 NW 41th Place,
Miami, Fl 33055
(305) 642-1885

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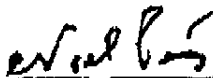
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 : Vana Fashions, Inc.
2. The name and address of the registered agent and office is: 9912 NW 27th Street Miami, FL 33172



Noel Perez

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Noel Perez

03-26-98
Date

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