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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.
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NAME: ADY FASHIONS, INC.

AUDIT NUMBER.....H98000006355

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

CERT. OF STATUS..1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

ADY FASHIONS, INC

The undersigned incorporators, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of incorporation.

ARTICLE I-NAME

The name of the corporation shall be: ADY FASHIONS, INC.

The principal place of business of this corporation shall be:
642 West 28th St., Hialeah Fl 33010

ARTICLE II-DURATION

The term of existence of the corporation is perpetual unless sooner dissolved according to law.

ARTICLE III-PURPOSE

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

ARTICLE IV-CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 7,500 at \$1.00 par value each share.

Prepared by: Osvaldo Navarro
550 NW Le Jeune Rd
Miami, Fl 33126
(305) 443-3046

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ARTICLE V-VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder of the outstanding common shares.

ARTICLE VI-PREEMPTIVE RIGHTS

Every Shareholders, upon the sale for cash 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 pro rata share (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VII-INITIAL REGISTERED OFFICE AND AGENTS

The street address of the initial principal office of this corporation is 642 West 28th St. Hialeah, Florida 33010, and the name of the initial registered agent of this corporation at that address shall be ALBERTO G MACIEL

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have 2 director initially. The number of directors may be either increase or diminished from time to time by the bylaws. The name and address of the initial director of the corporation shall be:

Alberto G Maciel	642 West 28th St. Hialeah, Florida 33010	Director/ Pres/Treas/Secr
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ARTICLE IX-BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE X-CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI-CALLING OF SPECIAL MEETING

Special meeting of shareholders may be called by stockholders holding not less than 10% of the capital stock.

ARTICLE XII-SHAREHOLDER'S QUORUM AND VOTING

Fifty-one (51%) per cent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at the meeting of shareholders. If the quorum is present, the affirmative vote of fifty-one (51%) per cent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII-INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE-XIV-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV-1244 Stock


The capital stock of the corporation shall be issued in accordance with the provisions of Section 1244, Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31st day of March, 1998.

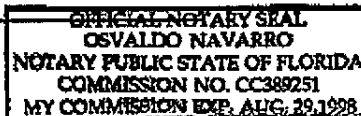

Alberto G Maciel

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 31st day of March, 1998 by Alberto G Maciel who is personally known to me.


Notary Public, State of Florida

My commission expires: _____



CERTIFICATE OF DESIGNATION
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:

ADY FASHIONS, INC.

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

Alberto G Maciel
642 West 28th St.
Hialeah, Fl 33010

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 ALL 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



DATE: MARCH 31, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA