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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: FINE LINE FASHION CORPORATION

AUDIT NUMBER.....H98000010217

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 2, 1998

EMPIRE

SUBJECT: FINE LINE FASHION CORPORATION
REF: W98000012487

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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Neysa Culligan
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**ARTICLES OF INCORPORATION
OF
FINE LINE FASHION CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

**FINE LINE FASHION CORPORATION
12727 S.W. 67 Terrace
Miami, Florida 33183**

ARTICLE II

CORPORATE EXISTENCE

The existence of the corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by Florida Department of State.

ARTICLE III

NATURE OF CORPORATE BUSINESS

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

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue a maximum of five hundred (500) shares of stock. The shares authorized shall be common stock, having a par value of one dollar (1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

H98000010217

**George G. Sirota 200 South Biscayne Blvd. Suite 4600 Miami, FL 33131
FBN-293849 (305) 373-1995 FI 293849**

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ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

**SILVANA AIGOTTI
12727 S.W. 67 Terrace
Miami, Florida 33183**

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time according to the by-laws, but shall never be less than one.

The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
EVANIA MARIA RIZZO	12727 S.W. 67 Terrace Miami, Florida 33183
SILVANA AIGOTTI	12727 S.W. 67 Terrace Miami, Florida 33183

The members of this Board of Directors shall hold office until the first annual meeting of stockholders of the Corporation.

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ARTICLE VII
INCORPORATORS

The name and post office of the Incorporator executing these Articles of Incorporation is as follows:

INCORPORATOR

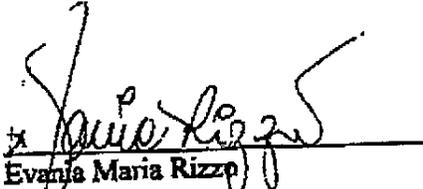
ADDRESS

EVANIA MARIA RIZZO

**12727 S.W. 67 Terrace
Miami, Florida 33183**

The undersigned, being the original subscriber to these Articles of Incorporation, for the purpose of forming a Corporation for profit and to do business both within and without the State of Florida, does hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and, accordingly, has hereunto set her hand and seal this 1st day of

June, 1998.


Evania Maria Rizzo

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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized in the State of Florida, County of DADE, to take acknowledgments, personally appeared, EVANIA MARIA RIZZO, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation or who presented the following identification : _____

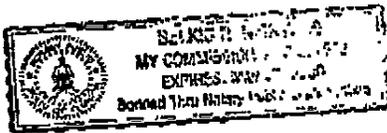
WITNESS my hand and seal at Miami, DADE County, Florida this June day of 1st, 1998.

*presented Brazilian passport
CF 397987*



Notary Public
State of Florida

My Commission expires:

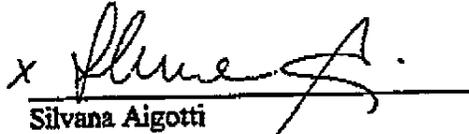


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**CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates
SILVANA AIGOTTI, as its registered Agent to accept service of process within this
State.

x 
Silvana Aigotti

The undersigned hereby accepts the foregoing designation as Registered Agent for service
of process within the State of Florida, and agrees to comply with the provisions of the law
applicable to said designation.

x 
Silvana Aigotti

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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