

P98000157358
A.A.A. ACCOUNTING GROUP, INC.

275 NW Fontainebleau Blvd # 130

Miami, Florida, 33172 .

Ph 305 225 8066 = fax 305 553 2900

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 25 PM 12:53

June 24, 1998.

Department of State

Division of Corporations

George Firestone Blvd # 409

East Gaines Street

Tallahassee, Florida, 32399

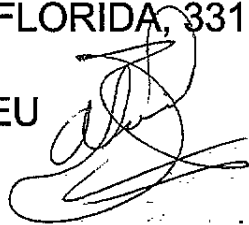
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*****78.75 *****78.75

subject: APPAREL PLUS, INC.
(Proposed corporate name)

Enclosed is an original and (1) copy of the articles of incorporation and a check # 944 in the amount of \$ 78.75, covering filing fees and certificate.

From: ANTONIO A ROMEU
275 NW FONTAINEBLEAU BLVD # 130
MIAMI, FLORIDA, 33172

ANTONIO A ROMEU



ARTICLES OF INCORPORATION

OF

APPAREL PLUS, INC.

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The undersigned subscribers of those articles of incorporation, each a natural person, competent to contract, hereby associated themselves together to form a corporation under the laws of the State of Florida.

ARTICLE 1. NAME:

The name of the corporation is:

APPAREL PLUS, INC.

ARTICLE II; DURATION

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

ARTICLE III; PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and or the State of Florida.

ARTICLE IV. CAPITAL STOCK.

This corporation is authorized to issue 1000 shares of one dollar (\$1.00) per value common stock, which shall be designated "Common Shares"

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.

The name and address of the initial registered agent and office is as follows



LUIS A. MUNOZ
10250 SW 130 AVE
MIAMI FL 33186

ARTICLE VI. CORPORATION PRINCIPAL OFFICE.

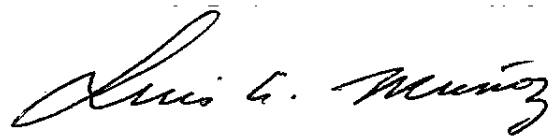
The address of the Corporation principal office is:

10250 SW 130 AVE
MIAMI FL 33186

The Corporation shall have TWO Director (s) initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law but shall be never be less than one.

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

LUIS A. MUNOZ
(Director & President)
10250 SW 130 AVE
MIAMI, FL 33186

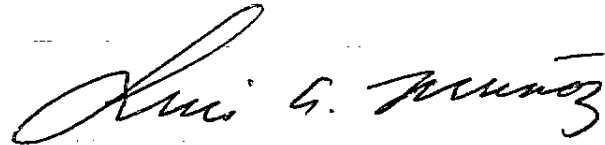


JULIA M. MUNOZ
(Director and Secretary)
10250 SW 130 AVE
MIAMI, FL 33186

ARTICLE VIII. INCORPORATION.

The name and address of the Incorporator signing these articles of incorporation are:

LUIS A. MUNOZ
10250 SW 130 AVE
MIAMI, FL 33186

A handwritten signature in black ink, appearing to read "Luis A. Munoz", written in a cursive style.

Signature of Incorporator

ARTICLE IX. AMENDMENT OF ARTICLES.

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 on the shareholders subject to this reservation.

ARTICLE X. PRE EMPTIVE RIGHTS.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued. (Where or not to presently authorized) including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares

preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI. REMOVAL OF DIRECTORS.

At a meeting of shareholders called expressly for that purpose, any one director of the entire board of directors may be removed with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

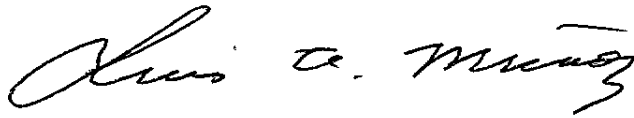
ARTICLE XII. Indemnification.

The corporation may be empowered to indemnify any office or director in the manner set out and provided pursuant to the provisions of Section 607-014 of the Florida Statutes, as amended.

ARTICLE XIII. AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATION
EXECUTED THESE ARTICLES OF INCORPORATION AT THIS TWENTY
FIVE (25) OF JUNE OF 1998.



BEFORE ME, The undersigned authority, personally appeared:
MR, Luis A. Munoz.. To me knows to be the person who executed the foregoing
Articles of Incorporation, and he acknowledged to and before me that he executed
such instrument.

Sworn and subscribed before me on this June 25/98
Florida Driver License No. M 520 521 45 164 0


Notary Public
Of Florida, my commission
Expires Feb 2/99

CERTIFICATE OF DESIGNATED REGISTERED AGENT AND 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 designated the registered office/registered agent, in the State of Florida.

1.- The Name of the Corporation is:

APPAREL PLUS, INC.

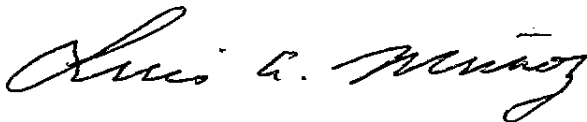
2.- The name and address of the registered agent and office is:

LUIS A. MUNOZ
10250 SW 130 AVE
MIAMI, FL 33186

Having been named as Registered Agent and to accept service of process for the above stated corporation and 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 obligation of my position as registered agent.

Signature:

Date: 6-25-98



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