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AGUSTIN de GOYTISOLO
SENIOR COUNSEL

June 2, 1998

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee FL

Re: Zarife Designs, Inc.

Dear Sir/Madam:

The undersigned represents Zarife Designs, Inc., a corporation to be organized under the laws of the State of Florida. Enclosed please find the original Articles of Incorporation for the corporation. You will note that the name Zarife Designs, Inc. utilizes a mark which has been registered with the Florida Department of State as a registered trademark. Specifically, the mark known as "Zarife Diseños" was filed with the Department of State of March 27, 1998 and assigned Document No. T98000000369. Enclosed for your review please find a letter of authorization signed by Zarife Miliani, the owner of the Zarife Diseños trademark, indicating that she authorizes the name to be utilized in the new corporation. Please note that Ms. Zarife Miliani is the incorporator of the new corporation as well.

If you have any questions, please feel free to contact me.

Sincerely yours,

MESA, RODRIGUEZ & MACHADO, P.A.

Manuel Arthur Mesa

AME
7/8/98

MAM:xa
Enc.

FILED
98 JUL -8 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ZARIFE DESIGNS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name of Corporation

The name of the corporation is ZARIFE DESIGNS, INC.

ARTICLE II

Corporate Existence

This corporation is organized pursuant to chapters 607 of the Florida statutes, and shall have a perpetual existence.

ARTICLE III

Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and this State.

ARTICLE IV

Principal Place of Business

The principal place of business of this corporation shall be:

2201 NW 102nd Place, #3
Miami, Florida 33126

Manuel Arthur Mesa, Esq.,
Mesa, Rodriguez & Machado, P.A.
1000 Brickell Avenue, Ste. 660
Miami, Florida 33131-3014 - Tel.(305)377-1000
Florida Bar No. 613843

ARTICLE V

Registered Office

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

MANUEL ARTHUR MESA, ESQ.
1000 Brickell Avenue, Suite 660
Miami, Florida 33131-3014

The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

Registered Agent

The initial registered agent of the corporation for purposes of accepting service of process pursuant to Chapter 607 and Section 48.091, Florida Statutes, and located at the initial registered office, shall be:

MANUEL ARTHUR MESA, ESQ.
1000 Brickell Avenue, Suite 660
Miami, Florida 33131-3014

ARTICLE VII

Directors

The business of this Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1), and not more than nine (9) directors, as shall from time

to time be designated in the By-Laws of this Corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

The name and address of the initial directors are:

ZARIFE MILIANI
2201 NW 102nd Place, #3
Miami, Florida 33126

ARTICLE VIII

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share owned.

ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

ZARIFE MILIANI
2201 NW 102nd Place, #3
Miami, Florida 33126

ARTICLE X

By-Laws

The By-Laws of this Corporation may be created, amended, or changed by either the Shareholders or the Board of Directors, at any regular or duly scheduled special meeting.

ARTICLE XI

Officers

This Corporation shall have, in addition to a President, Vice-President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By-Laws. All officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be described by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE XII

Director's Liability and Rights

No contract, act or transaction of this corporation with any persons, firms or other corporation in the absence of fraud or wrong-doing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person, persons, firm, or corporation, and each and every person, who may become a director of this corporation is hereby relieved from liability that might otherwise exist from thus contacting with this corporation for the benefit of himself or of any other firm, association, or corporation in which he may otherwise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XIII

Amendment

These Articles of Incorporation may be amended, changed, altered or repealed only by the stockholders.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 2 day of June, 1998.


Zarife Miliani

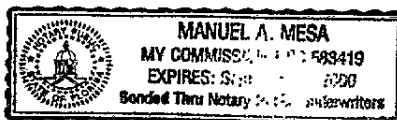
STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Zarife Miliani, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that she executed same for the use and purpose therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 2 day of June, 1998.

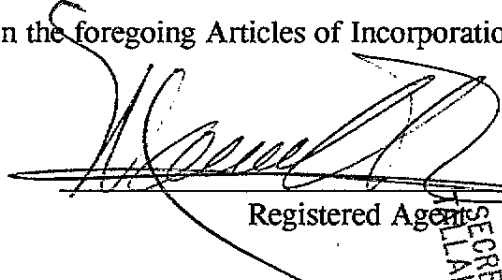

Notary Public
State of Florida at Large

My Commission Expires:



ZARIFE DESIGNS, INC.
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.



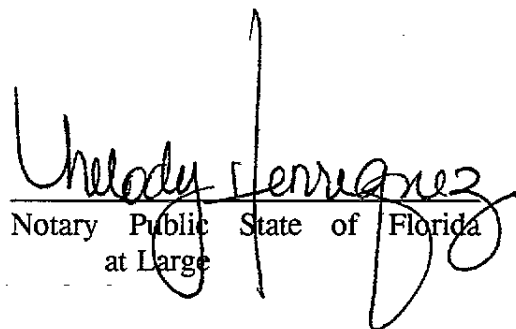
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Manuel Arthur Mesa, known to me to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed same for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 2nd day of June, 1998.



Notary Public State of Florida
at Large

My Commission Expires:



Melody Henriquez
My Commission CC643101
Expires April 28, 2001