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CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: TOWN & COUNTRY FASHIONS, INC.
AUDIT NUMBER.....H98000012949
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
TOWN & COUNTRY FASHIONS, INC98 JUL 14 AM 8:44

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The undersigned subscriber to these articles of
Incorporation, natural person, competent to contract,
hereby proceed to form a corporation under the laws of the
State of Florida.

ARTICLE I.

The name of this corporation is: TOWN & COUNTRY FASHIONS,
INC.

ARTICLE II.

The general nature of the business to be transacted by this
corporation is:

- (a) To engage generally in any lawful activity or business
in the State of Florida and in all other States and
Countries, under the Laws of the United States and the
State of Florida.
- (b) To do everything necessary, proper, advisable or
convenient for the accomplishment or furtherance of
these purposes.

ARTICLE III.

The aggregate number of shares which the corporation is
authorized to issue is one thousand (1,000). Such shares
shall be of a single class and shall have a par value of
\$0.10 per share.

ARTICLE IV.

The shareholders of authorized and issued common stock
shall have preemptive rights as to all new issues of stock
in proportion to their outstanding interest.

ARTICLE V.

The initial post office address of the principal office of
this corporation in the State of Florida is 8505 Mills
Drive, D-53, Miami, FL 33183.

Prepared by: Joaquin E. Leon
Fla. Bar #230197
1105 S.W. 87th Ave.
Miami, FL 33174
305-266-6799

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ARTICLE VI.

This corporation shall have perpetual existence.

ARTICLE VII.

The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1). The name and mailing addresses of the initial Board of Director, subject to the provisions of these Articles and By-Laws to be adopted, shall hold office until his successor is elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
JORGE SANZ	8505 Mills Drive, D-53, Miami, FL 33183.

ARTICLE VIII.

The name and post office address of each subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
ROSA ANDREU VILA	8505 Mills Drive, D-53, Miami, FL 33183.

ARTICLE IX.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the voting shareholders, and approved at a Stockholders' Meeting by a majority of the stock entitled to vote thereon, unless all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X.

The initial By-Laws shall be adopted by the Board of Director. The power to alter, amend, or repeal the By-Laws or adopt new By-Laws is vested in the Board of Director, but is subject to Repeal or Change by a majority of the Voting Shareholders.

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ARTICLE XI.

A majority vote is sufficient for any action which requires the vote or concurrence of Shareholders.

ARTICLE XII.

Directors shall be elected by majority vote. Cumulative voting shall not be permitted.

ARTICLE XIII.

The name and street address of the initial registered agent of this corporation is:

NAME ADDRESS

ROSA ANDREU VILA 8505 Mills Drive, D-53, Miami, FL 33183.

IN WITNESS WHEREOF, I, being all of the original subscriber to the capital stock of this corporation for the purposes of forming a corporation, does make and file these Articles, and accordingly set my hand and seal this the 13th day of JULY, 1998.


ROSA ANDREU VILA (SEAL)

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared ROSA ANDREU VILA, known to me

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to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to those Articles of Incorporation, that I relied upon the following forms of identification of the above-named person: Personally known to me

WITNESS my hand and official seal, in the County and State named above, this 13th day of July, 1998.


Notary Public, State of Florida

Notary Seal:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.



ROSA ANDREU VILA

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