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BAY UOMO, INC.
C/O A & T ACCOUNTING & TAXES, INC.
7098 BONITA DRIVE
MIAMI BEACH, FLORIDA 33141

July 9, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-07/20/98-01057-009
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In Re: Incorporation of Bay Uomo, Inc.

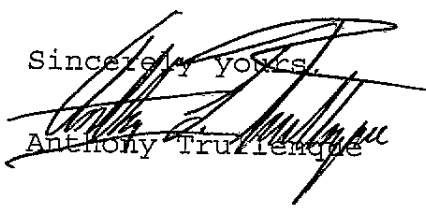
To Whom It May Concern,

Enclosed please find the Articles of Incorporation for the aforementioned corporation together with the Registered Agent Certificate and filing fees. Please file same and return the original recorded Articles and corresponding certificate to the following address:

Bay Uomo, Inc.
C/O A & T Accounting & Tax Service, Inc.
7098 Bonita Drive
Miami Beach, FL 33141

If you should have any questions, please do not hesitate to contact us at (305) 868-5365 or at the above styled address.

Sincerely yours,


Anthony Trullinger

jt/IT

Enclosures

FILED
53 JUL 20 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CPB
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ARTICLES OF INCORPORATION
OF
BAY UOMO, INC.

FILED
98 JUL 20 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida, and we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

ARTICLE ONE
NAME

The name of the corporation is:

BAY UOMO, INC.

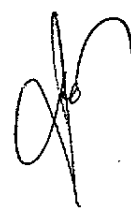
ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The general nature and purpose of this corporation is to engage in the following activities:

A.) The authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which



corporations may be incorporated under Chapter 607 of the Florida Statutes;

B.) The Corporation may more particularly engage in the following businesses and/or activities:

1.) To engage in the retail and wholesale business of mens clothing and accessories and any and all related industry activities thereto, including but not limited to the retail and wholesale business of womens and childrens clothing and accessories.

2.) To engage in the retail and/or wholesale business in durable and non-durable products which includes but is not limited to cellular telephones, internet providers, laptop computers, exports, programs systems, and entertainment products;

3.) To engage in the business of video and telecommunications including but not limited to retail sales.

4.) To engage in the retail sales of video and telecommunication products including but not limited to digital electronic products, computer communications, entertainment videos, audio, software and hardware.

5.) To engage in the business of selling of computer accessories including but not limited to cables, connectors, screens and workstations;

6.) To engage in the business of importing and exporting commodities, goods and any and all other materials, supplies and exportable/importable items permitted under the respective laws of the corresponding jurisdiction;

7.) To engage in the money brokerage business as permitted under the respective jurisdiction in which said business shall be effected;

8.) To engage in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;

9.) Furthermore, the corporation may take lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful

capacity, mortgages and other interests in real, personal and mixed properties;

10.) To engage and/or carry on a general construction, contracting, building, and realty management business, as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity;

11.) To engage in any and all real estate activities both domestic and foreign and effect the purchase and sale of all kinds of real estate property of whatever nature and wherever situated.

12.) And to engage in the any and all commercial or other lines of business or businesses as the corporation may deem advisable.

ARTICLE FOUR CAPITAL STOCK

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be Ten Thousand (10,000) shares. Each share representing 1/10,000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

ARTICLE FIVE REGISTERED AGENT AND CORPORATE OFFICE

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

Carlos Strallnikoff
401 Biscayne Boulevard, Ste. # 129
Miami, Florida 33132

The corporate address and/or corporate headquarters
shall be located at:

401 Biscayne Boulevard, Ste. # 129
Miami, Florida 33132

ARTICLE SIX
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially.
The name and address of the initial director of
the corporation is:

Carlos Strallnikoff
401 Biscayne Boulevard, Ste. # 129
Miami, Florida 33132

ARTICLE SEVEN
INCORPORATOR

The initial incorporator is as follow:

Carlos Strallnikoff
401 Biscayne Boulevard, Ste. # 129
Miami, Florida 33132

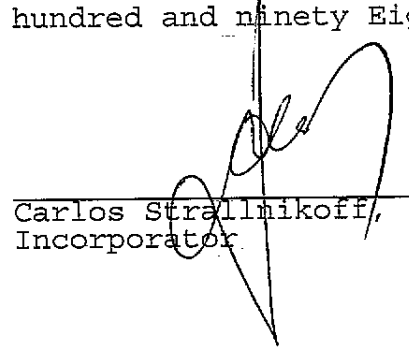
ARTICLE EIGHT
BY-LAWS

The initial By-laws of this corporation shall be adopted
by the directors and shall be altered, amended or repealed
from time to time by the Board of Directors.

ARTICLE NINE
AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this 9th day of July, nineteen hundred and ninety Eight (1998).



Carlos Strallnikoff,
Incorporator

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

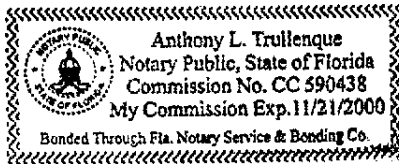
BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida County of Miami-Dade, personally appeared :

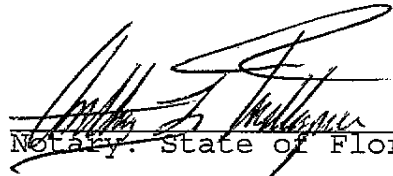
CARLOS STRALLNIKOFF

and known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid,
this 9th day of July, nineteen hundred and ninety Eight
(1998).

My commission expires:





Notary, State of Florida

DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE FLORIDA STATUTES, the following is submitted
in compliance with said Statutes:

FIRST--That BAY UOMO, INC. is
qualified to do business under the laws of the State of
Florida with its principal office at 401 BISCAYNE BOULEVARD,
STE. # 129, MIAMI, FLORIDA, 33132, and has appointed Carlos
Strallnikoff residing at 401 Biscayne Boulevard, Ste.
129 City of Miami, County of Miami-Dade, State of Florida,
as its agent to accept Service of Process within this State.

ACKNOWLEDGMENT (must be signed by Designated Agent)

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
further agree to comply with the provision of said Statutes
relative to keeping open said office.

BY: 
CARLOS STRALLNIKOFF
REGISTERED AGENT

98 JUL 20 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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