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LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BEBE LATINO, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
98 AUG -5 AM 10:57
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

FILED
98 AUG -5 PM 1:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I NAME

The name of the corporation shall be: "BEBE LATINO, INC."
(English: LATIN'S BABY, INC.)

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

11907 S.W. 110th. Street, Cir., E.,
MIAMI, FLORIDA 33186.-

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1,000) Shares of Stock of a par value of ONE and No/100 Dollars (\$1.00) per share, all one class, namely, Common Stock.-----

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Dr. Julian N. GUERRERO.

11907 S.W. 110th. Street Cir., E.,
MIAMI, FLORIDA 33186.

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Dr. Julian N. GUERRERO..... 11907 S.W. 110th. Street, Cir. E.,
MIAMI, FLORIDA 33186.-

Mrs. Veronica GUERRERO..... 11907 S.W. 110th. Street, Cir. E.,
MIAMI, FLORIDA 33186.-

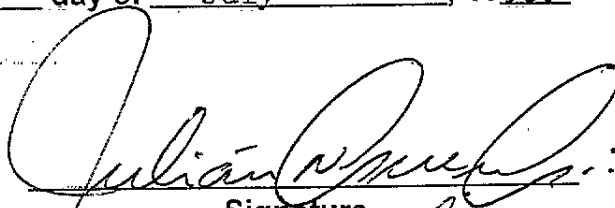
ARTICLE VI DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is(are):

(P/T) Dr. Julian N. GUERRERO..... 11907 S.W. 110th. Street, Cir. E.,
MIAMI, FLORIDA 33186.-

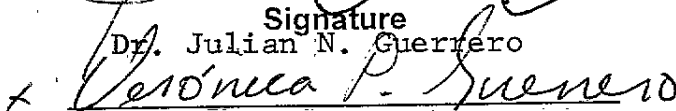
(VP/S) Mrs. Veronica GUERRERO,,,,,, 11907 S.W. 110th. Street, Cir. E.,
MIAMI, FLORIDA 33186.-

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 24th. day of July, 1998.-



Signature

Dr. Julian N. Guerrero



Signature

Mrs. Veronica Guerrero

Signature

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: "BEBE LATINO, INC."
(English) LATIN'S BEBE. INC."
2. The name and address of the registered agent and office is:
Dr. Julian N. GUERRERO
(NAME)
11907 S.W. 110th. Street Cir., E.,
(P.O. BOX NOT ACCEPTABLE)
MIAMI, FLORIDA 33186
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Dr. Julian N. GUERRERO

DATE

July 24, 1998.

FILED
98 AUG 15 PM 1:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

REGISTERED AGENT FILING FEE: \$35.00