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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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NAME: FASHION GROUP COLLECTION, INC.

AUDIT NUMBER.....H98000014473

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...1

PAGES..... 4

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FASHION GROUP COLLECTION, INC.

We, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation shall be: FASHION GROUP COLLECTION, INC.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of one dollar each (\$1.00).

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sales, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which corporation may begin doing business shall be not less than one hundred dollars (\$100.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is 650 NW 43rd. Ave. Miami, Florida, 33126

Prepared by: Alvarez & Fernandez  
650 N.W. 43rd Avenue  
Miami, Fl 33126  
(305) 448-7500

- 2 -

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida. The registered address of the corporation is Danelia Davalos. The registered Agent at the registered address is 18951 N.W. 22 St. Pembroke Pines, Fl 33029.

#### ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than two (2) directors. A quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

#### ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the state of Corporate Officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Manuel Farca	President	18951 N.W. 22 St. Pembroke Pines, Fl 33029
Jose Farca	Vice-President	18951 N.W. 22 St. Pembroke Pines, Fl 33029
Danelia Davalos	Treasurer	18951 N.W. 22 St. Pembroke Pines, Fl 33029

#### ARTICLE X

The names and post office addresses of the subscribers of the articles of incorporation and number of shares that they agree to take are:

NAME	ADDRESS	NO. OF SHARES
------	---------	---------------

IN WITNESS WHEREOF, we have hereunto set our hands and seal  
this August 3, 1998

Manuel Farca

777 N.W. 72<sup>nd</sup> AVE.  
SUITE 2 M 12  
MIAMI, FLA 33126

50

  
Incorporator

Jose Farca  
Incorporator

777 N.W. 72<sup>nd</sup> AVE.  
SUITE 2 M 12  
MIAMI, FLA 33126

50

### ARTICLE IX

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seal  
this 3 day of AUGUST 1998.

STATE OF FLORIDA )  
COUNTY OF DADE )

I HEREBY CERTIFY THAT on this day, personally appeared before me, an officer duly authorized to administer oaths and taken acknowledgments under the laws of the State of Florida.

DANELIA DAVALOS

to me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand official seal at City of Miami, State of Florida,  
this 3 day of AUGUST 1998.

Notary Public, State of Florida at Large

My Commission Expires:



JOSEFINA ALVAREZ  
COMMISSION # CC417900  
EXPIRES MAR 19, 2001  
BONDED THROUGH  
ATLANTIC SURETY CO., INC.

Certificate designating place of business or domicile for the  
service of process within Florida, naming Agent upon whom process  
may be served.

In compliance with Section 48.091, Florida Statutes, the following  
is submitted:

First, that Fashion Group Collection, Inc.  
(Name of Corporation)

Desiring to organize or qualify under the laws of the State of  
Florida, with its principal place of business at City of Miami,  
State of Florida, has named Danelia Davalos  
(Name of Registered Agent)

located at 18951 N.W. 22 St. Pembroke Pines, FL, 33029  
(Street address and number of building)

City of Miami, State of Florida, as its Agent to accept service of  
process within Florida.

SIGNATURE

TITLE

DATE

*[Signature]*  
President  
8/3/98

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Having been named to accept service of process for the above state  
corporation, at the place designated in this certificate, I hereby  
agree to act in this capacity, and I further agree to comply with  
the provisions of all statutes relative to the proper and complete  
performance of my duties.

SIGNATURE

DATE

*[Signature]*  
(registered agent)  
8/3/98