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To:

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Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

UNICORN OUTLET INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 27, 1998

FAS-T CORP.

SUBJECT: UNICORN OUTLET INC.
REF: W98000019700

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EFFECTIVE DATE

8/25/98

**ARTICLES OF INCORPORATION
OF
UNICORN OUTLET INC.**

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

ARTICLE I. NAME

The name of the corporation is

UNICORN OUTLET INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. 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 having \$1 par value per share.

ARTICLE IV. ADDRESS

The initial street address of the principal office of this corporation is to be at 10420 BONITA BEACH BLVD., BONITA SPRING, FLORIDA 34135.

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE V - REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That UNICORN OUTLET INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Bonita Springs, County of Lee, has named ALBERTO ALVAREZ-MIRABAL located at 685 97th Ave. North, Naples, Fl 34108 as its agent to accept service of process within this State.

Prepared by: Ana M. Rojas,
9500 S. Dadeland Blvd. #705
Miami, Fl 33156
(305) 670-9270

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TALLAHASSEE, FLORIDA

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ACKNOWLEDGEMENT

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

Registered Agent -


ALBERTO ALVAREZ-MIRABAL

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rated share thereof at the price at which it is offered to others.

ARTICLE VIII. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE IX. DIRECTORS

This corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

The name and street address of the initial members of the Board of Directors are:

ALBERTO ALVAREZ-MIRABAL
Director

685 97th Ave. North
Naples, Florida 34108

ALICIA ALVAREZ-MIRABAL
Director

685 97th Ave. North
Naples, Florida 34108

ARTICLE X OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

ALBERTO ALVAREZ-MIRABAL
President

685 97th Ave. North
Naples, Florida 34108

ALICIA ALVAREZ-MIRABAL
Secretary / Treasurer

685 97th Ave. North
Naples, Florida 34108

ARTICLE XI INCORPORATOR

The name and street address of the incorporator to Articles of Incorporation is:

Alberto Alvarez-Mirabal

685 97th Avenue
Naples, FL 34108

ARTICLE XII EFFECTIVE AUGUST 25, 1998

These Articles of Incorporation shall be effective on AUGUST 25, 1998.

ARTICLE XIII AMENDMENT

These Articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, on this

25 day of August, 19 98.


Alberto Alvarez-Mirabal
Incorporator