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FILED STATE
SECRETARY OF CORPORATIONS
98 NOV -5 PM 2:14

INTERNAL ACCOUNTING SERVICES, INC.
ACCOUNTING * BOOKKEEPING * TAX CONSULTANT

13255 S.W. 137 AVENUE
SUITE 212
MIAMI, FL 33186

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October 30, 1998

Division of Corporation
409 East Gaines Street
Tallahassee, FL 3239

900002681439--3
-11/05/98--01081--007
*****122.50 *****78.75

RE: YOCE Handbags, Inc.

To Whom It May Concern:

I am sending you 2 (two) copies of The Articles of Incorporation of Yoce Handbags, Inc. with a check for \$ 122.50.

Please send the register copy to our office.

If you have any questions regarding this matter, please do not hesitate to contact us.

Sincerely



Marta I. Martinez
Accountant

Encl.
MIM:mm

**ARTICLES OF INCORPORATION
OF
YOCE HANDBAGS**

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I, the undersigned, in order to form a corporation under and pursuant to the provisions on the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be:

YOCE HANDBAGS, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III- DURATION

The existence of this corporation shall be perpetual.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of no par value common stock which shall be designated " Common Shares".

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one.

The name and address of the Director of the corporation is:

Yomaira Celemin
President / Treasurer / Secretary

9704 N.W. 4 Lane
Miami, Florida 33172

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The pricipal office and mailing address of this corporation is:

9704 N.W. 4 Lane
Miami, Florida 33172

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

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

Yomaira Celemin
9704 N.W. 4 Lane
Miami, FL 33172

CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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,

First that **YOCE HANDBAGS, Inc** desiring to organize under the laws of the State of **FLORIDA** with its principal office, as indicated in the articles of incorporation has named **YOMAIRA CELEMIN** located at **MIAMI** County of **DADE** State of **FLORIDA**, as its agent to accept service of process within this state.

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

Yomaira Celemin S.

Yomaira Celemin
Registered Agent

ARTICLE VIII - INCORPORATION

The name and address of the persons signing these Articles are:

Yomaira Celemin
President / Treasurer / Secretary

9704 N.W. 4 Lane
Miami, FL 33172

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ARTICEL IX - BY - LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X - POWERS

The corporation shall have all of the corporate power enumerated in the Florida General Corporation Act.

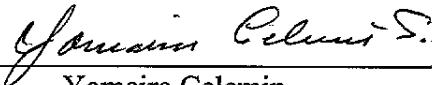
ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any office or director, or any former officer or directors, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

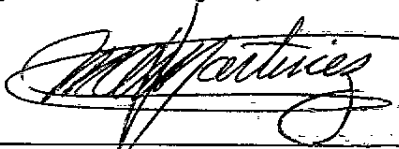
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of November 98


Yomaira Celemin

STATE OF FLORIDA
COUNTY OF DATE) SS:

I HEREBY CERTIFY that on the day and year above written, personally appeared before me, the undersigned authority, Yomaira Celemin, who are personally known to me and who have executed the above instrument and who did not producted identification and who did take an oath, and acknowledged before me that they executed the same freely and voluntarily for the uses and pursoses therein set forth and expressed.


Notary Public, State of Florida at Large.

My commission expires:

