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To:

Division of Corporations
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

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FLORIDA PROFIT CORPORATION OR P.A.

H & E APPAREL, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

**Articles of Incorporation
Of
H & E Apparel, Inc.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**Article I
Name**

The name of the corporation shall be: H & E Apparel, Inc.

**Article II
Nature of Business**

The corporation shall have the powers to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**Article III
Mailing Address**

The initial mailing address of the corporation is:

777 NW 72nd Ave # 3D11
Miami, Fl. 33126

**Article IV
Duration**

This corporation shall exist perpetually.

Prepared by:
Manuel Garcia Rubio,
9630 SW 9 Terr.
Miami, Fl 33174
(305) 229-0334

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Article V
Capital stock

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 500 shares of common stock, par value \$ 1.00 per share.

Article VI
Right to Vote

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in this articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

Article VII
Board of Directors

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The election of directors shall be done in accordance with the bylaws. The directors shall be protected from personal liability to the fullest extent permitted by the Florida Business Corporation Act. The name of each initial members of the board of directors are:

Humberto Perez
777 NW 72nd Ave # 3D11
Miami Fl. 33126

Eymeric Darsch
2511 Armagosa
Laguna Niguel Ca. 92677

Article VIII

Registered Agent

The name and address of the registered agent of the corporation is:

Humberto Perez
777 NW 72nd Ave # 3D11
Miami FL 33126

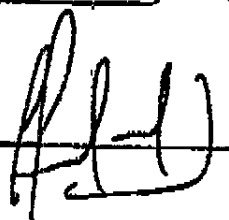
Article IX
Incorporators

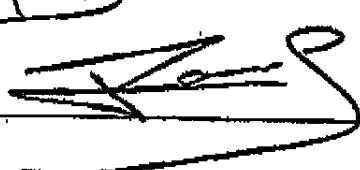
The name and address of the incorporators are.

Humberto Perez
777 NW 72nd Ave # 3D11
Miami FL 33126

Eymeric Darsch
2511 Armagosa
Laguna Niguel Ca. 92677

IN WITNESS WHEREOF, the incorporators have executed
these Articles of Incorporation on NOVEMBER 23, 1998.






**CERTIFICATE DESSIGNATING 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:


H & E Apparel, Inc. desiring to organize under the laws of the State of Florida, with its principal place of business in Miami, State of Florida, has named Humberto Perez at 777 NW 72nd Ave # 3D11 Miami Fl. 33126 as it agent to accept service of process within this state.



Humberto Perez
Incorporator

Dated: NOVEMBER 23, 1998

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

By 
Humberto Perez

Dated: NOVEMBER 23, 1998

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