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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISIONS OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

FILED
98 DEC 28 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: CHIC PROPERTIES INC.

ENCLOSED IS AN ORIGINAL AND ONE(1) COPY OF THE ARTICLES OF INCORPORATION AND A
CHECK FOR \$70.00

FROM

IVAN G HERNANDEZ
4353 ALTON ROAD
MIAMI BEACH, FL. 33140

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-12/29/98-01001--007
*****70.00 *****70.00

SHARON

DEC 24 1998

W98.24545



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 10, 1998

IVAN HERNANDEZ
4353 ALTON ROAD
MIAMI BEACH, FL 33140

SUBJECT: CHIC PROPERTIES INC.
Ref. Number: W98000024545

Upon receipt of your letter and/or check(s) totaling \$70.00, no document was found. Please return your check along with the proper form.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Davis
Document Specialist Supervisor

Letter Number: 898A00058432



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 29, 1998

IVAN HERNANDEZ
4353 ALTON ROAD
MIAMI BEACH, FL 33140

SUBJECT: CHIC PROPERTIES INC.
Ref. Number: W98000024545

We have received your document for CHIC PROPERTIES INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.00
Registered Agent	
Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Davis
Document Specialist Supervisor

Letter Number: 098A00053034

ARTICLES OF INCORPORATION
OF
CHIC PROPERTIES INC.
A FLORIDA CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION IS CHIC PROPERTIES INC.

ARTICLE II

THIS CORPORATION IS TO EXIST PERPETUALLY UNLESS DISSOLVED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITIES OF BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THIS STATE.

ARTICLE IV

THE NAME AND STREET ADDRESS OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION ARE

IVAN G HERNANDEZ
4353 ALTON ROAD
MIAMI BEACH, FL 33140

ARTICLE V

THE MAXIMUM NUMBER OF SHARE OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 100 SHARES OF COMMON STOCK AT ONE DOLLAR(\$1.00) PAR VALUE. ALL OR ANY PART OF SAID STOCK OF THIS CORPORATION MAY BE PAID FOR WHOLLY OR IN PART FOR CASH OR OTHER PROPERTY, EXCLUDING STOCK OR OTHER SECURITIES, AT A JUST VALUATION TO BE FIXED BY THE DIRECTORS OF THIS CORPORATION AT ANY REGULAR OR SPECIAL MEETING AND ANY AND ALL SHARES ISSUED SHALL BE PAID AND NON ASSESSABLE.

ARTICLE VI

THE INITIAL STREET ADDRESS OF THE PRINCIPLE OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS: 4353 ALTON ROAD MIAMI BEACH, FL. 33140. THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPLE OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VII

THIS CORPORATION SHALL NOT HAVE LESS THAN ONE(1) DIRECTOR INITIALLY: THE NUMBER OF DIRECTORS MAY BE INCREASED FROM TIME TO TIME BY THE BYLAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE(1).

ARTICLE VIII

THE NAMES AND ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:

IVAN G HERNANDEZ

4353 ALTON ROAD

MIAMI BEACH, FL. 33140

ARTICLE IX

PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, IVAN G HERNANDEZ OF 4353 ALTON ROAD MIAMI BEACH, FL. IS HEREBY NAMED AS REGISTERED AGENT OF THIS CORPORATION TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA. THAT THE SAID IVAN G HERNANDEZ BY EXECUTION OF THESE ARTICLES DOES ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE LOCATED AT THE ABOVE ADDRESS.

ARTICLE X

IN THE CASE OF DEATH OF ANY STOCKHOLDER, THE CORPORATION SHALL HAVE THE RIGHT TO PURCHASE THE STOCK FROM THE LEGAL REPRESENTATIVE OF THE DECEASED FOR ITS BOOK VALUE AS OF THE DATE OF DEATH OF THE DECEASED STOCKHOLDER. IF THE CORPORATION DOES NOT, OR CANNOT, PURCHASE THE STOCK, THE BOARD OF DIRECTORS SHALL HAVE THE RIGHT TO EMPOWER SUCH OF ITS EXISTING STOCKHOLDERS AS IT SEES FIT TO MAKE SUCH PURCHASE FROM LEGAL REPRESENTATIVES AT THE SAME PRICE.

ARTICLE XI

THE 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, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS HAS EXECUTED AND SUBSCRIBED
THESE ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES AFORESAID ON THE
26 DAY OF OCTOBER, 1998.

IVAN G HERNANDEZ
STATE OF FLORIDA
COUNTY OF DADE

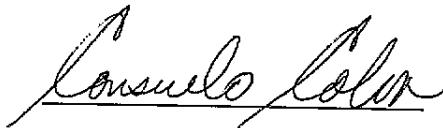


(SIGNATURE)

BEFORE ME, THE UNDERSIGNED AUTHORITY, AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN
THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED IVAN G HERNANDEZ AS
REGISTERED AGENT OF CHIC PROPERTIES INC., KNOWN TO ME AND KNOWN BY ME TO BE THE
PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENT AND HE
ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THE SAME FOR THE PURPOSE THEREIN
EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL THE

26th DAY OF October 1998



NOTARY PUBLIC

COMMISSION #

MY COMMISSION EXPIRES



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
98 DEC 28 PM 2:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

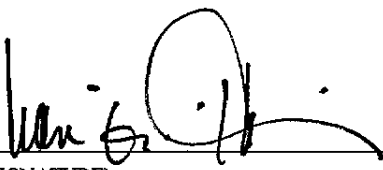
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA

1. THE NAME OF THE CORPORATION :
CHIC PROPERTIES INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS

IVAN G HERNANDEZ
4353 ALTON ROAD
MIAMI BEACH, FL. 33140

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)

9/21/98
(DATE)