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LAW OFFICES

FRIEDMAN AND RODMAN

PROFESSIONAL ASSOCIATION

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March 25, 1999

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CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
P.O. Box 6327
Tallahassee, Fl 32314

Re: VANESSA FASHIONS, INC.

Dear Sirs:

Enclosed please find check, in the sum of \$122.50 for filing and one certified copy of the above referenced corporation.

Please forward to the undersigned a certified copy of the Articles of Incorporation as soon as possible. A self addressed stamped envelope is provided herewith.

Thank you for your cooperation.

FRIEDMAN & RODMAN, P.A.


HARVEY D. FRIEDMAN

HDF/sc
Encl.

FILED
99 MAR 29 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 1 1999

CERTIFICATE OF INCORPORATION

OF

VANESSA FASHIONS, INC.

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation; and to that end we do, by this Certificate, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation") is:

VANESSA FASHIONS, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

- (a) Carrying on any business, occupation, undertaking, enterprise and exercising any power or authority which may be done in a private corporation organized and existing under and by virtue of Chapter 607 of the Florida Statutes, as amended, it being the intention that this corporation may transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as amended.

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TALLAHASSEE, FLORIDA

(b) To subscribe for, invest in, purchase or otherwise acquire, to own, hold, sell, exchange, pledge or otherwise dispose of, securities of every nature and kind, including, without limitation, all types of stocks, bonds, debentures, or obligations or evidences of indebtedness or ownership or participation issued or created by any and all associations, trusts or corporations, public or private, whether created, established or organized under the laws of the United States, any of the States, or any territory or district or colony or possession thereof, or under the laws of any foreign country, and also foreign and domestic government and municipal obligations, bank acceptances, commercial paper and secured call loans; to pay for the same in cash or property or by the issue of stock, bonds or notes of this Corporation or otherwise; and while owning or holding any such securities, to exercise all the rights, powers and privileges of a stockholder or owner, including the right to transfer and convey the said stock or other securities to one or more persons, firms, associations or corporations subject to voting trusts or other agreements placing in such persons voting or other powers in respect of said stocks or other securities; to borrow money or otherwise obtain credit and to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of this Corporation.

(c) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature,

and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

(d) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same; to enter into or engage in any such business, trade or enterprise.

(e) To make and carry out contracts for building, erecting, improving and repairing buildings, structures, improvements, warehouses, docks, bridges, bulkheads, sea walls, fills and structures of every kind and nature whatsoever; to build, construct or repair roads, bridges, wharves, sea walls, sidewalks, ditches, drains, bulkheads and in connection therewith, to use any appliance or appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all of its respective branches and the business of general contracting of whatsoever nature; to own and operate boats, boat lines, bridges and dredges; to make, deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand and every kind of building material and supplies whatsoever; to make all manner of river and harbor improvements; to engage in the building of buildings and repairing of vessels, ships, boats, crafts and to do all manner of marine construction.

(f) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commissions agency, and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incidental to a sale and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

(g) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business.

(h) To own, buy, sell, lease, exchange or otherwise deal in real estate and personal property; to mortgage, sell and convey the same; to negotiate, purchase, hold and sell mortgages, stocks, bonds and other securities and personal property; to invest money in real estate for itself or for other parties; to build, furnish, equip, construct and repair buildings and to carry on the general contracting and construction business; to have all the powers conferred upon such corporation to carry on any business in connection with and incident to the foregoing under the laws of the State of Florida or any other State.

(i) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

The stock of this Corporation shall be divided into

One Hundred Shares (100) shares of stock of the par value of One Dollar (\$1.00) per share, all of one class, namely, Common Stock, and having an aggregate par value of One Hundred Dollars (\$ 100.00). All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased or paid for with the capital stock; at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this Corporation shall begin business shall be no less than One Hundred Dollars (\$ 100.00).

ARTICLE V

The principal place of business of the Corporation shall be at 644 15th St, Miami Beach , Florida, with the privilege of having branch offices within and without the State of Florida.

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The names and post office addresses of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, shall be:

Gustavo A. Ortega 644 15th St, Miami Beach Director

Roger A. Ortega 644 15th St, Miami Beach Director

Director

ARTICLE VIII

The number of directors of the Corporation shall be not less than ^{Two (2)} ~~three (3)~~ nor more than fifteen (15).

ARTICLE IX

The names and post office addresses of the President, Secretary, and Treasurer, who shall hold office until their successors are elected or appointed or have qualified are:

Gustavo A. Ortega 644 15th St, Miami Beach President

Roger A. Ortega 644 15th St, Miami Beach Secretary
Treasurer

Secretary

ARTICLE X

The names and post office addresses of each subscriber
and the number of shares of stock which each agrees to take are:

Gustavo A. Ortega	644 15th St, Miami Beach Fl	Shares	50
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Roger A. Ortega	644 15th St, Miami Beach, Fl	Shares	50
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Shares

Total Shares: One Hundred Shares,
(100)

all of the proceeds of which will amount to at least \$ 100.00

ARTICLE XII - REGISTERED OFFICE AND REGISTERED AGENT

Vanessa Fashions, Inc., designates 644 15th St, Miami Beach, Florida as
its registered office and Gustavo A. Ortega of 644 15th St, Miami Beach,
Florida as its registered agent pursuant to Statute.

IN WITNESS WHEREOF, we have hereunto set our hands and
seals, and acknowledged to be filed in the office of the Secretary
of State the foregoing Certificate of Incorporation, this 18th
day of MARCH, 1999

Gustavo Ortega (SEAL)
Royza Ortega (SEAL)
____ (SEAL)

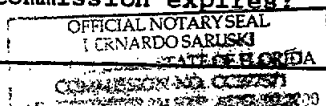
COUNTY OF DADE)
)
) SS:
)
STATE OF FLORIDA)

BEFORE ME, the undersigned authority, duly authorized to
administer oaths and take acknowledgments, personally appeared
GUSTAVO ORTEGA AND ROYZA ORTEGA
and each severally acknowledged before me that they signed the
foregoing Certificate of Incorporation for the purposes therein
expressed.

WITNESS my hand and official seal at the City of Miami,
County of Dade, State of Florida, this 18th day of MARCH, 1999

Bernardo Saruski
NOTARY PUBLIC, State of Florida
at Large
BERNARDO SARUSKI

My Commission expires:



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 VANESSA FASHIONS, 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 BEACH
(CITY)

STATE OF FLORIDA, HAS NAMED GUSTAVO A. ORTEGA,
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 644 15TH ST,
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF MIAMI BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Gustavo Ortega
(CORPORATE OFFICER)

TITLE President

DATE 3-18-99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED 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 COM-
PLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Gustavo Ortega
(RESIDENT AGENT)

DATE 3-18-99

FILED
99 MAR 29 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA