ZARUS CORPORATE FILING SERVICE, INC. (Requestor's Name) 3320 S.W. 87th AVENUE

(Address) (305)552-5973 MIAMI, FLORIDA (City, State, Zip) (Phone #)

-05/07/99--01076--026

*****78.75 *****78.75

LOCAL REPRESENTATIVE TALLAHASSEE OFFICE USE ONLY CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Corporation Name) (Document #) (Document #) (Document #) (Corporation Name) Pick up time Certified Copy Walk in Certificate of Status Will wait Photocopy Mail out NEW FILINGS AMENDMENTS Amendment Profit Resignation of R.A., Officer/Director NonProfit Change of Registered Agent Limited Liability Dissolution/Withdrawal Domestication Merger Other REGISTRATION/ OTHER FILNGS QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement - 95 H M/ T- YM RE. Trademark Examiner's Initials Other

HAVANA MOON RESORTWEAR CORP.

Article I

Name and Address

The name of this corporation is HAVANA MOON RESORTWEAR CORP., and its address is 12929 SW 88th Terr. Miami, F1. 33186.

Article II

Duration

This corporation shall have perpetual existence.

Article III

Proposal

This corporation is organized under the laws of the State of Florida, as a corporation for profit, generally engaged in the business of import/export of resortwear, beachwear, clothes and or any activity permitted by law.

Article IV

Capital Stock

The maximum number of shares that this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock non par value.

Article V

Initial Registered Office and Agent

The address of the initial registered office of this corporation is 12929 SW 88th Terr. Miami, F1. 33186 and the name of the initial registered agent at this address is Judith E. Elias.

Article VI

Initial Board of Directors and Incorporators

This corporation shall have four directors initially. The number of directors may be increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial Board of Directors of this corporation who are also the incorporators signing these articles are:

NAME	TITLE	 %	SHARES
Judith E. Elias 12929 SW 88th Terr. Miami, Fl. 33186 SS# 594-69-8157 DL# E420-425-68-848-0	Pres./Dir.		25
Richard J. Button 1245 Obispo Ave. Coral Gables, F1. 33134 SS# 030-79-2815 DL# B350-750-44-311-0	V.P./Dir.	- - - - -	25
David A. Button 1245 Obispo Ave. Coral Gables, Fl. 33134 SS# 595-64-9918 DL# B350=161-81-136-0	Treas./Dir.		25
Blas R. Elias 12929 SW 88th Terr. Miami, Fl. 33186 SS# 138-74-7585 DL# E420-076-66-123-0	Sec./Dir.		25

Article VII

Amendment

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

The undersigned subscribers have executed these Articles of Incorporation on the 27th day of April, 1999.

Judith F. Elias

FDL# E420-425-68-848-0

Richard J. Button

FDL# B350-750-44-311-0

David A. Button

FDL# B350-161-81-136-0

Blas R. Ellias

FDL# E420-076-66-123-0

CERTIFICATE DESIGNATING AGENT F.S. §48.091

Be it known that

HAVANA MOON RESORTWEAR CORP.

desiring to organized or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, State of Florida has named Judith E. Elias, located at 12929 SW 88th Terr. Miami, Fl. 33186, as its agent to accept services of process within Florida.

ACCEPTANCE

Having been named to accept services of process for

HAVANA MOON RESORTWEAR CORP.

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 complete performance of my duties.

Judith E/Elias Registered Agent 4<u>/27/9</u>

Date