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Florida Department of State
Division of Corporations
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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

FLORIDA PROFIT CORPORATION OR P.A.

VOGUE USA CORP.

Certificate of Status	0
Certified Copy	1
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F. CHESLER

MAY 2 0 1999

ARTICLES OF INCORPORATION
OF
VOGUE USA CORP

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1 NAME

The name of the corporation shall be:

VOGUE USA CORP

The principal place of business of this corporation shall be:

13901 SW 8 TERRACE
MIAMI FL 33184

ARTICLE 11 NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE 111 CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 1500 Shares at \$1.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

JORGE A HERNANDEZ 8777 COLLINS AVE #1206 SURFSIDE 33154
CARLOS R HERNANDEZ 8777 COLLINS AVE #1206 SURFSIDE 33154
PEDRO E HERNANDEZ 8777 COLLINS AVE #1206 SURFSIDE 33154
AGUSTIN TORRALBA 13901 SW 8 ST MIAMI FL 33184

Prepared by: Julio A. Benitez 305-274-9620
10300 Sunset Dr., Ste 260 Miami, FL 33173

FILED
99 MAY 25 AM 7:20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

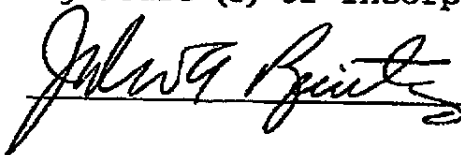
ARTICLE VI INCORPORATOR (S)

The name (s) and street address (es) of the incorporator (s) to this articles of incorporation is (are) :

JULIO A BENITEZ
10300 SUNSET DRIVE SUITE 260
Miami, FL 33173

IN WITNESS WHEREOF, the undersigned incorporator (s) has (have) executed these Articles of Incorporation this 22 day of February, 1999.

Signature (s) of Incorporator (s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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 is:

VOGUE USA CORP

2. The name and address of the registered agent and office is:

JULIO A BENITEZ
10300 SUNSET DRIVE SUITE 260
MIAMI, FL 33173

99 MAY 25 AM 7:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE MAY 25, 1999