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CARMEN'S SPORTSWEAR, INC.
11700 HIGHLAND PLACE
CORAL SPRINGS, FLORIDA 33071

May 17, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: INCORPORATION OF
CARMEN'S SPORTSWEAR, INC.

FILED
99 MAY 24 AM 7:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

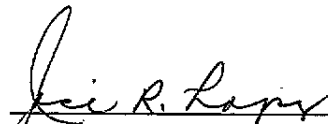
Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation of CARMEN'S SPORTSWEAR, INC.

Also find enclosed a check made payable to the Secretary of State in the amount of \$70.00 which includes the statutory filing fee. Your assistance in establishing this corporation is appreciated.

Respectfully,

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*****70.00 *****70.00


JOSE R. LOPEZ

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5/27/99
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ARTICLES OF INCORPORATION
OF
CARMEN'S SPORTSWEAR, INC.

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ARTICLE ONE

The name of the corporation is **CARMEN'S SPORTSWEAR, INC.** The principal address of the corporation is: 11700 HIGHLAND PLACE, CORAL SPRINGS, FLORIDA 33071.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is **one hundred (100) of no par value.**

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 11700 HIGHLAND PLACE, CORAL SPRINGS, FLORIDA 33071, and the name of its initial registered agent at such address is JOSE R. LOPEZ.

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.


JOSE R. LOPEZ

ARTICLE SEVEN

The number of directors constituting the initial board of directors is two (2), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
JOSE R. LOPEZ	5726 NW 99 TH LANE, CORAL SPRINGS, FLORIDA 33076
CARMEN CARLONI	11700 HIGHLAND PLACE, CORAL SPRINGS, FLORIDA 33071

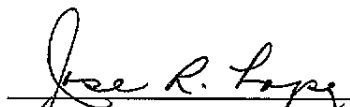
ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
JOSE R. LOPEZ	11700 HIGHLAND PLACE, CORAL SPRINGS, FLORIDA 33071



JOSE R. LOPEZ, Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.