

Hughes Hubbard & Reed LLP

201 South Biscayne Boulevard  
Miami, Florida 33131-4332  
Telephone: 305-358-1666  
Fax: 305-371-8759

Antonio R. Zamora  
of Counsel  
Direct Dial: 305-379-5574  
E-mail: zamora@hugheshubbard.com

P99000060525

June 25, 1999

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

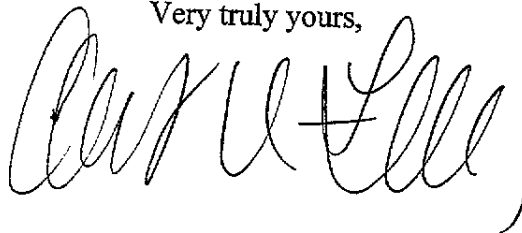
Re: Italian Fashion Group, Inc.

Dear Sir or Madam:

Enclosed is an original and a copy of the Articles of Incorporation of Italian Fashion Group, Inc., along with the filing fee of \$78.75.

I would appreciate it if you return to us a certified copy for our records. If you have any questions, please call me at (305) 379-5574.

Very truly yours,



600002920956--0  
-07/01/99--01066--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

ARZ/dh  
Enc.

FILED  
99 JUL - 1 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ITALIAN FASHION GROUP, INC.**

The undersigned, for the purpose of forming a Florida corporation, hereby makes, acknowledges, and files the following Articles of Incorporation.

**ARTICLE I -- NAME**

The name of the corporation is Italian Fashion Group, Inc.

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the corporation shall be 201 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131.

**ARTICLE III -- DURATION**

The corporation shall have perpetual existence.

**ARTICLE IV -- PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE V -- CAPITAL STOCK**

This corporation is authorized to issue 10,000 Shares of \$1.00 par value common stock.

**ARTICLE VI -- INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of this corporation is as follows:

Antonio R. Zamora, Esq.  
201 South Biscayne Boulevard  
Suite 2500  
Miami, Florida 33131

**FILED**  
99 JUL - 1 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VII -- INITIAL BOARD OR DIRECTORS**

This corporation shall have three (3) 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 (1). The name and address of the initial Director of this corporation is as follows:

Elias Cababie Daniel  
19355 Turnberry Way, Apt. 2F  
Aventura, FL 33180

Abraham Cababie Daniel  
19355 Turnberry Way, Apt. 2F  
Aventura, FL 33180

Jacobo Cababie Daniel  
19355 Turnberry Way, Apt. 2F  
Aventura, FL 33180

## **ARTICLE VIII -- OFFICERS**

The names, addresses and positions of the initial officers of the corporation are set forth below and such persons shall hold such offices until their successors are elected by the Board of Directors:

Elias Cababie Daniel 19355 Turnberry Way, Apt. 2F Aventura, FL 33180	President
--	-----------

Abraham Cababie Daniel 19355 Turnberry Way, Apt. 2F Aventura, FL 33180	Treasurer
--	-----------

Jacobo Cababie Daniel 19355 Turnberry Way, Apt. 2F Aventura, FL 33180	Secretary
---	-----------

## **ARTICLE IX -- BY-LAWS**

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders of the Board of Directors.

## **ARTICLE X -- INDEMNIFICATION**

The corporation shall indemnify any Officer or Director to the full extent permitted by law.

## **ARTICLE XI -- PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE XII -- INCORPORATOR**

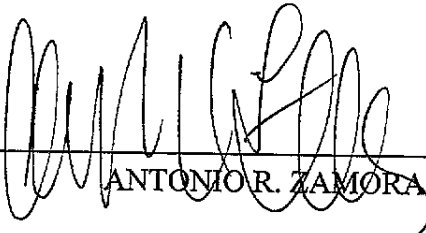
The name and the address of the person signing these Articles is as follows:

Antonio R. Zamora, Esq.  
201 South Biscayne Boulevard  
Suite 2500  
Miami, Florida 33131

## **ARTICLE XIII - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 25th day of June, 1999.

  
\_\_\_\_\_  
ANTONIO R. ZAMORA

### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 25th day of June, 1999.

  
ANTONIO R. ZAMORA

FILED  
99 JUL -1 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA