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LAW OFFICES OF
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-07/02/99-01043-012
****122.50 ****78.75

June 24, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

To Whom It May Concern:

Enclosed is the original and one copy of the Articles of Incorporation of MEGA HANDBAGS, INC. and the Certificate of Registered Agent.

Also enclosed is a check in the amount of \$122.50 to cover filing fee, certified copy and the registered agent's fees.

Thank you for your attention to this matter.

Sincerely,



Ronald H. Kauffman, Esq.

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of incorporation.

ARTICLE I

The name of this corporation shall be MEGA HANDBAGS, INC.

ARTICLE II

The existence of this corporation shall be perpetual.

ARTICLE III

The purpose of this corporation is the manufacture and wholesale and retail sale of clothing, handbags, accessories and related articles; and all other related purposes not prohibited by law.

ARTICLE IV

This corporation is authorized to issue 5000 shares one dollar (\$1.00) par value common stock.

ARTICLE V

Section 1. Rights Upon Liquidation or Dissolution.-The assets of this corporation shall be payable to and distributed ratably among holders of record of the Common shares.

Section 2. Voting Rights.-Except as otherwise provide by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of record of the Common Shares.

ARTICLE VI

Every shareholder, upon 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 one without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the principal office of this, corporation is 2090 N. Miami Avenue Miami FL 33127.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VIII

The street address of the initial registered agent is, and the name of the initial registered resident agent of this corporation at that address is: MANUEL ZAIAC, 100 S.E. Second Street Suite 2350 Miami Florida 33131.

ARTICLE IX

This corporation shall have 2 directors initially the number of directors may be either 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 directors of this corporation are:

ALBERTO GARCIA, SR., 2090 N. Miami Avenue Miami FL 33127

MERCEDES GARCIA, 2090 N. Miami Avenue Miami FL 33127

ARTICLE X

The name and address of the person signing these articles Manuel Zaiac, 100 S.E. Second Street Suite 2350 Miami FL 33131.

ARTICLE XI

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII

The approval of shareholders of this corporation to plan of merger shall be required in every case, whether or not such approval is required by law.


ARTICLE XIII

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIV

This corporation reserved the right to amend or repeal any provision contained in these articles of incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporators have executed these Articles of Incorporation this ____ day of June 1999.


MANUEL ZAIAC

STATE OF FLORIDA >
COUNTY OF DADE >

Before me, the undersigned authority personally Appeared, MANUEL ZAIAC, who is personally known to me or who presented a Florida driver's license as identification and who did take an oath and is known to me to be the person who executed the foregoing articles of incorporation.

In witness whereof I have hereunto set my hand and fixed my official stamp, in the State of Florida and County of Dade.

Dated: 6/28/99


Ronald Kauffman



Ronald Kauffman
MY COMMISSION # CC687672 EXPIRES
February 9, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Fla. Stat. § 607.0501(3) 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.

The name of the corporation is: MEGA HANDBAGS, INC.

The name and address of the registered agent and office is MANUEL ZAIAC, 100 S.E. Second Street Suite 2350 Miami Florida 33131.

Having been named as registered agent and to accept service of process for the above stated corporation, at the lace designated herein, I hereby agree to act in this capacity, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporations and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

Dated: 6/28/99

x 
MANUEL ZAIAC