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FLORIDA PROFIT CORPORATION OR P.A.

APPAREL NETWORK INC.

GROUP

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 9, 1999

FAS-T CORP. AGENTS, INC.

SUBJECT: APPAREL NETWORK, INC.
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ARTICLES OF INCORPORATION

of

APPAREL NETWORK GROUP INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the law of the State of Florida.

ARTICLE I - CORPORATE NAME & ADDRESS

The name of the corporation is APPAREL NETWORK GROUP INC., which is located at 3401 N. Federal Highway, #209, Boca Raton, Fl 33431.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of one Dollar(s) (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The name and street address of the Initial Registered Agent for this Corporation is:

Jane Chao
3401 N. Federal Highway, Ste 209
Boca Raton, Fl 33431

Prepared by: Jane Chao, CPA, Tel: 561-362-9544 Fax: 561-362-9486
3401 N. Federal Highway, Ste 209, Boca Raton, Fl 33431

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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 (1). The name & address of the initial director of the corporation is as follows:

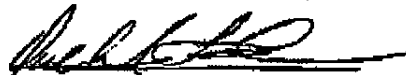
Terry Hirschman
3401 N. Federal Highway, Ste 209
Boca Raton, Fl 33431

ARTICLE VII - INCORPORATORS

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

Jane Chao
3401 N. Federal Highway, Ste 209
Boca Raton, Fl 33431

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of July, 1999.


Jane Chao

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

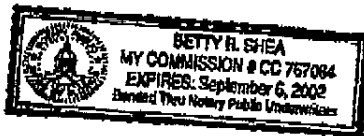
SS

The foregoing instrument was acknowledged before me by Jane Chao this
9th day of July, 1999.

Betty R. Shea

Notary Public
State of Florida at Large

My Commission Expires:



**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF
APPAREL NETWORK GROUP INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with Said Act:

First— THE APPAREL NETWORK GROUP INC. desiring to organize under the laws of the state of Florida, with its principal office, as indicated in the Articles of Incorporation 3401 N. Federal Highway, Ste 209, Boca Raton, Fl 33431 has named Jane Chao, located at 3401 N. Federal Highway, Ste 209, Fl 33431, as its agent to accept service of process within this State.

Having been named to accept services of process for the above state corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply the provisions of said Act relative to keeping open said office.

Jane Chao
Jane Chao FL DL # L200,970-63-921-0
Registered Agent