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FLORIDA PROFIT CORPORATION OR P.A.

arriba international shoes, corp.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 18, 1999

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SUBJECT: ARRIEA INTERNATIONAL SHOES, CORP.
REF: W99000019134

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**ARTICLES OF INCORPORATION
OF
ARRIBA INTERNATIONAL SHOES, CORP.**

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is ARRIBA INTERNATIONAL SHOES, CORP.

ARTICLE II: DURATION

The period of duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Agent of this Corporation shall be:

**JOSE OLMEDO CONTRERAS
1612 SW 11 Street
MIAMI, FL 33135 - USA**

ARTICLE IV: PRINCIPAL PLACE OF BUSINESS

The principal office address of this corporation is:

**1612 SW 11 Street
MIAMI, FL 33135 - USA**

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These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law - Florida Bar Number 320064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone: (305) 858-9191

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ARTICLE V: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of this corporation shall be Two (02) initially. The name and street address of the initial Directors is:

JOSE OLMEDO CONTRERAS
LUZ ANGELA VALLEJO
1612 SW 11 Street
MIAMI, FL 33135 - USA

ARTICLE VI: OFFICERS

The initial President, Secretary and Treasurer of the Corporation is

JOSE OLMEDO CONTRERAS, President
LUZ ANGELA VALLEJO, Secretary
JOSE OLMEDO CONTRERAS, Treasury

ARTICLE VII: STOCK

The maximum number of shares that this corporation is authorized to issue and have outstanding is One Thousand Shares.

ARTICLE VIII: INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

JOSE OLMEDO CONTRERAS
1612 SW 11 Street
MIAMI, FL 33135 - USA

ARTICLE IX: AMENDMENTS

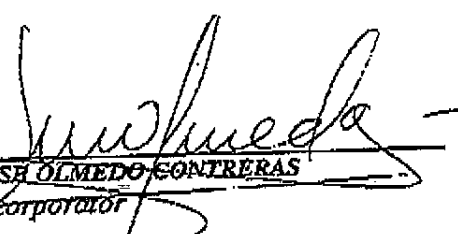
This corporation reserves the right to amend or repeal the provisions of these Articles of Incorporation or any amendments thereto.

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IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR
HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS
16 DAY OF AUGUST 1999.


~~JOSH OLMEDO CONTRERAS~~
Incorporator

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These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law - Florida Bar Number
320064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone: (305) 858-1911

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT & REGISTERED OFFICE**

Pursuant to the provisions of the 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:

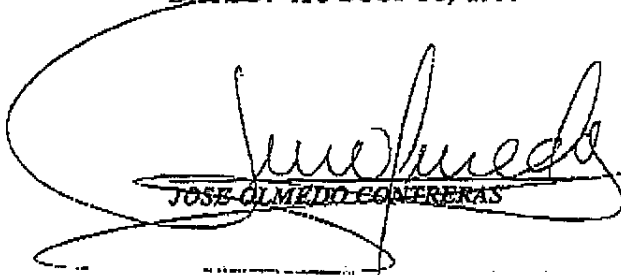
*The name of this corporation is **ARRIBA INTERNATIONAL SHOES, CORP.***

The name and address of the Registered Agent and Registered Office is:

**JOSE OLMEDO CONTRERAS
1612 SW 11 Street
MIAMI, FL 33135 - USA**

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

DATED: AUGUST 16, 1999


JOSE OLMEDO CONTRERAS

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