

STACY L. LEVY
Attorney At Law

9950000623/5

8930 State Road 84
Suite 246
Davie, Florida 33324

Broward 305-472-0667
Pager 305-339-0336

8/8/95

Secretary of State
Corporate Division
Tallahassee, Florida 32304

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Re: Articles of Incorporation
B & B Best T-shirts, Inc.

Dear Sir of Madam:

In connection with the captioned corporation, enclosed please find original and copy of Articles of Incorporation and Resident Agent form, together with check in the sum of \$122.50, representing the following:

| | |
|------------------------------|--------------|
| Filing Fee | \$35.00 |
| Certified Copy | 52.50 |
| Registered Agent Designation | <u>35.00</u> |
| Total | \$122.50 |

Kindly return a certified copy to this office at your earliest possible convenience.

Thank you very much for your courtesy and cooperation in this matter.

Very truly yours,

Stacy L. Levy
Stacy L. Levy, Esq.

Enc.

8/11/95
TS

ARTICLES OF INCORPORATION
OF
B & B BEST T-SHIRTS, INC.

Article I - Name

The name of this corporation is B & B BEST T-SHIRTS, INC.

Article II - Duration

This corporation shall have perpetual existence unless dissolved by action of law.

Article III

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) per value common stock.

Article V

Preferences, Limitations and

Relative Rights of Shares of Capital Stock

Section 1. Dividends.

The holders of record of the Shares shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors in the resolution authorizing it. Such cash dividends on Shares shall be cumulative so that if for any dividend period cash dividends at the specified percentage

rate per share per annum shall not have been declared and paid or set apart for payment on the Shares outstanding, the deficiency shall be declared and paid or set apart for payment prior to the making of any dividend or other distribution on the common shares. Cash dividends on Shares shall accrue from the date of issue. Upon the payment or setting apart for payment of all dividends, current and accumulated, at the specified percentage rate per share per annum upon the outstanding Shares, the directors may declare and pay dividends upon the Common Shares.

Section 2. Rights upon Liquidation or Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the holders of record of the outstanding Shares shall be entitled to be paid prorata for each of such Shares, plus accumulated dividends thereon up to the date of such liquidation, dissolution, or winding up of this corporation, whether or not this corporation shall have a surplus or earnings available for dividends, and no more. After payment to the holders of Shares of the amount payable to them as above set forth, the remaining assets of this corporation shall be payable to and distributed ratable among the holders of record of the Common Shares.

Section 3. Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VI

Preemptive Rights

Every shareholder, upon the sale for case 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII

Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 2825 Oak Park Circle, Davie, Florida, and the name of the initial registered agent of this corporation at that address is Stacy L. Levy, Esquire.

Article VIII

Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial directors are:

Bernard A. Gissen, Pres.
21150 NE 22 Court
North Miami Beach, Florida 33180

Barbara D. Gissen, Sec.
21150 NE 22 Court
North Miami Beach, Florida 33180

Article IX

Incorporator

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

Stacy L. Levy, Esquire
2825 Oak Park Circle
Davie, Florida 33328

Article X

Bylaws

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

Article XI

Restrictions on Transfer of Stock

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

| | |
|--------------------------|------------|
| Bernard A. Gissen, Pres. | 250 shares |
| Barbara D. Gissen, Sec. | 250 shares |

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

Article XII

Cumulative Voting

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his voices by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distribution such votes on the same principle among any number of such candidates.

Article XIII

Calling of Special Meetings

Special meetings of shareholders may be called by majority of stockholders.

Article XIV

Shareholder Quorum and Voting

51% of the shares entitled to vote, represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Article XV

Right of Shareholders to Dissent

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

Article XVI

Shareholders Meeting Required

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

Article XVII

Management of Corporation by Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Article XVIII

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall have the power to be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

Article XIX

No Removal of Directors

Fifty per cent (50%) of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of Fifty per cent (50%) of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of Fifty per cent (50%) of the directors present and voting, shall be the act of the Board of

Directors.

Article XX

Meetings by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

Article XXI

Dividends

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus on the corporation.

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

Article XXII

Indemnification

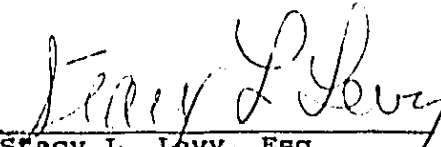
The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Article XXIII

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 14 day of August, 1995.


Stacy L. Levy, Esq.
Subscriber

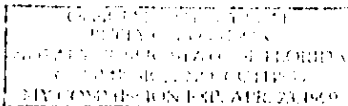
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared STACY L. LEVY, ESQ., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal, in the State and County aforesaid, this 9 day of August, 1995.


Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First - that B & B BEST T-SHIRTS, INC. desiring to organize under the Laws of the State of Florida with its principal place of business at city of Sunrise, State of Florida, has named Stacy L. Le Esq. located at 2825 Oak Park Circle, Davie, Florida 33328, City of Davie, State of Florida, as its Agent to accept service of process within Florida

Signature Bernard J. Jensen, Inc.
Corporate Officer
Title CEO
Date 8/7/95

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature James J. Vowry
Registered Agent
Date 8/9/95