

10/24/96
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TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: ARIE MREJEN, P.A.
072100000432
CONTACT: ARIE MREJEN
PHONE: (954)747-9780
(954)771-3047

ACCT#:

FAX #:

NAME: B&B BEST T-SHIRTS, INC.
AUDIT NUMBER.....H96000015016
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
CERT. COPIES.....0 DEL.METHOD.. FAX
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

10/29/96
JD

JSA - 1985

LAW OFFICES
ARIE MREJEN
A PROFESSIONAL ASSOCIATION

FACSIMILE TRANSMITTAL SHEET

TO: **DIVISION OF CORPORATIONS** FROM: **ARIE MREJEN, ESQ.**

COMPANY: **FLORIDA DEPT. OF STATE** DATE: **October 29, 1996**

FAX NUMBER: **904-922-4001** TOTAL NO. OF PAGES INCLUDING COVER: _____

PHONE NUMBER: _____ SENIOR'S REFERENCE NUMBER: _____

RE: **B&B BEST T-SHIRTS, INC.** YOUR REFERENCE NUMBER: _____

URGENT FOR REVIEW PLEASE COMMENT PLEASE REPLY PLEASE RECYCLE

NOTES/COMMENTS:

I am re-submitting this document for filing after it was rejected by your office for name unavailability.

You will note that the documents is accompanied by a notarized affidavit from the administratively dissolved entity allowing the immediate assumption or use of the name by the newly created entity in accordance with Florida Statutes 607.0120, et al.

Therefore, I request you file the document accordingly. Should there be any other questions/concerns, kindly inform this office.

Arie Mrejen, P.A.

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ALLAHUDDIN, FLORIDA

**CORPORATE PARK AT CYPRESS CREEK - ONE CYPRESS PLACE
701 WEST CYPRESS CREEK RD., SUITE 302, FORT LAUDERDALE, FLORIDA 33309
POST OFFICE BOX 5082, FORT LAUDERDALE, FLORIDA 33310-5082**

TEL: (954) 771-3740
FAX: (954) 771-3047

P. 2
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CLERK OF DISTRICT COURT
MIDDLE DISTRICT
FLORIDA

AFFIDAVIT

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared
BERNARD GISSEN, who after being first duly sworn oath,
deposes and says:

1. That I, BERNARD GISSEN, am the sole proprietor, Director and President of B&B BEST T-SHIRT, INC. a Florida Sub "S" corporation.
- 2). That, B&B BEST T-SHIRT, INC was administratively dissolved on 7/23/96 and that I have no intention of reinstating said corporation.
- 3). That I hereby give immediate consent to SIMON AZEROUAL and AMNON SCHIBER to continue with the name B&B BEST T-SHIRT, INC. upon re-instatement. It is also my intention to have my name removed as President and Director and substitute their names in my stead.

FURTHER THE AFFIANT SAYETH NOT.

Bernard Gissen
BERNARD GISSEN, AFFIANT

SWORN TO and SUBSCRIBED before me this 31 day of
Aug, 1996.

Stacy L. Levy
NOTARY PUBLIC

My Commission Expires:



H96000015016 4

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

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

ARTICLE I: NAME

The name of the corporation is : **B&B BEST T-SHIRTS, INC.**

ARTICLE II: EFFECTIVE DATE

This corporation's existence shall commence on the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE III: PRINCIPAL OFFICE

The mailing address of this corporation is : **10135 NW 46TH STREET, SUNRISE, FL 33351**

ARTICLE IV: CAPITAL STOCK

The number of shares that the corporation is authorized to have outstanding at any on time is **ONE THOUSAND (1,000)** shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V: GENERAL PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**THIS INSTRUMENT PREPARED BY:
ARIE MREJEN, ESQ.
701 W. CYPRESS CREEK RD., SUITE 302
FORT LAUDERDALE, FLORIDA 33309
TEL: (954)771-3740
FAX: (954) 771-3047
FLORIDA BAR NO. 907219**

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TALLAHASSEE, FLORIDA

ARTICLE VI: INITIAL REGISTERED AGENT

The name and address of the initial registered agent is **ARIE MREJEN, P.A.**, 701 W. Cypress Creek Rd., Suite 302, Fort Lauderdale, Florida 33309.

ARTICLE VII: DURATION

The duration of the corporation is perpetual.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of directors constituting the INITIAL Board of Directors is two (2). The number of directors may be increased from time to time in accordance with the by-laws, but shall never be less than one. The names and mailing address of each of the initial members of the Board of Directors are:

SIMON AZEROUALS **10135 NW 46TH STREET**
SUNRISE, FL 33351

AMNON SHIBER **10135 NW 46TH STREET**
SUNRISE, FL 33351

ARTICLE IX: INCORPORATOR

The name of the incorporator is **Arie Mrejen, P.A.**, 701 West Cypress Creek Rd., Suite 302, Fort Lauderdale, Florida 33309

ARTICLE X: AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles Of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

2
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ARTICLE XI: INDEMNIFICATION

The corporation shall indemnify each officer and director to the fullest extent permitted by law.

ARTICLE XII: BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

In WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 24 day of October, 1996.


Aric Mrejen, P.A.
By Aric Mrejen, Esq.
Incorporator

3
H96000015016 4

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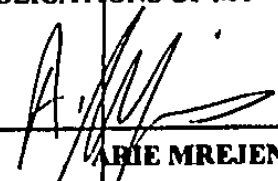
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida:

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STATE
OFFICE

1. The name of the corporation is **B&B BEST T-SHIRTS, INC.**
2. The name and address of the registered agent is **ARIE MREJEN, P.A. 701 W. Cypress Creek Rd., Suite 302, Fort Lauderdale, Florida 33309.**

HAVING BEEN NAMED REGISTERED AGENT 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 TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH 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.



ARIE MREJEN, P.A.
BY: ARIE MREJEN, ESQ.,
REGISTERED AGENT
 October 24, 1996

4
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