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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: LUIS URIARTE
PHONE: (305)672-0686

ACCT#: 110432003053
FAX #: (305)672-9110

NAME: MAN COVER, INC.

AUDIT NUMBER.....H98000009310
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Man Cover, Inc.

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Article II. Address

The mailing address of the Corporation is:
Man Cover, Inc.
850 NE 13th Street
Fort Lauderdale FL 33304

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Norman Elliott Kent
800 E. Broward Boulevard, Suite 310
Fort Lauderdale FL 33301

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Mark Possien

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Norman Elliott Kent | FL Bar Member 271969
Law Offices of Norman Elliott Kent, P.A.
800 E. Broward Boulevard, Suite 310
Fort Lauderdale FL 33301
954-763-1900

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Article V. Capital Stock

The Corporation shall have the authority to issue 500 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Norman Elliott Kent
Law Offices of Norman Elliott Kent, P.A.
800 E. Broward Boulevard, Suite 310
Fort Lauderdale FL 33301

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 18, 1998.

The undersigned incorporator executed these Articles of Incorporation on May 18, 1998.



NORMAN ELLIOTT KENT
by L.A. Uriarte as attorney-in-fact

Norman Elliott Kent | FL Bar Member 271969
Law Offices of Norman Elliott Kent, P.A.
800 E. Broward Boulevard, Suite 310
Fort Lauderdale FL 33301
954-763-1900

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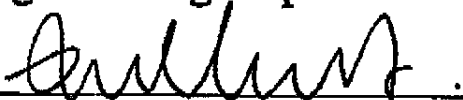
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
Man Cover, Inc.

REGISTERED AGENT/OFFICE:
Norman Elliott Kent
800 E. Broward Boulevard, Suite 310
Fort Lauderdale FL 33301

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



NORMAN ELLIOTT KENT
by L.A. Uriarte as attorney-in-fact

Date: May 18, 1998.

Norman Elliott Kent | FL Bar Member 271969
Law Offices of Norman Elliott Kent, P.A.
800 E. Broward Boulevard, Suite 310
Fort Lauderdale FL 33301
954-763-1900

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