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ORDER DATE : January 19, 1999  
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CUSTOMER NO: 83426A  
CUSTOMER: Jeffrey St. George, Esq  
ST. GEORGE & TEJERA  
ST. GEORGE & TEJERA  
1735 Ponce De Leon Boulevard  
Coral Gables, FL 33134

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DOMESTIC FILING

NAME: HAVANA CLUB WEAR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice  
EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 19 PM 3:54

RECEIVED  
99 JAN 19 PM 1:39  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**  
**OF HAVANA CLUB WEAR, INC., a Florida Corporation**

99 JAN 19 PM 3: 54

**THE UNDERSIGNED**, Subscriber to these Articles of Incorporation, natural person, competent to contract, hereby presents these Articles for the formation of a Corporation under the provisions of Chapter 607, Florida Statutes, and other laws of the State of Florida.

**ARTICLE I - NAME**

The name of this Corporation is:

HAVANA CLUB WEAR, INC., a Florida Corporation

The principal office address is:

8504 SW 8th Street, Miami, Florida, 33144

**ARTICLE II - NATURE OF CORPORATE BUSINESS**

The specific nature of the business to be transacted by this Corporation is:

Any activity legally permissible .

The foregoing paragraph shall be construed as enumerating both objectives and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

**ARTICLE III - COMMENCEMENT AND DURATION**

The duration of this Corporation is perpetual and shall commence on the date of the first meeting of the corporation.

**ARTICLE IV - CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 100 shares of one class of common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE**


The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

Initial Registered Agent: Pedro Nunez  
initial Registered Office: 8504 SW 8th Street, Miami, Florida, 33144

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been named initial Registered Agent to accept service of process on the Corporation at the

initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

  
\_\_\_\_\_  
PEDRO NUNEZ

**ARTICLE VI - DIRECTORS**

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by the By-Laws adopted by the stockholder, but shall never be less than one (1). The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Pedro Nunez	8504 SW 8th Street, Miami, Florida, 33144

**ARTICLE VII - INCORPORATOR**

The names and post office addresses of the incorporator of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Pedro Nunez	8504 SW 8th Street, Miami, Florida, 33144

**ARTICLE VIII - VOTING TRUSTS**

No stockholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

**ARTICLE IX - CUMULATIVE VOTING FOR DIRECTORS**

At all elections of directors of this Corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE X - CONTRACTS**

No contract or other transaction between this Corporation and any other Corporation shall be affected by the fact that any director of this Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, or other transaction of this Corporation with any person, firm or corporation, shall be affected by the fact that any director of this Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

## ARTICLE XI - REMOVAL OF DIRECTORS

Any director of this Corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

## ARTICLE XII - RESTRAINT ON ALIENATION OF SHARES

The stockholders of this Corporation shall have the power to include the By-Laws, adopted by a majority of the stockholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its stockholders or in the event of the death of any of its stockholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the stockholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existing of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

## ARTICLE XIII - ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, this Corporation shall have all and singular the following powers:

Unrestricted permissible powers

This Corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

This Corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the stockholders of this Corporation setting forth the terms and conditions of such purchases provided, however, the capital of this Corporation is not impaired.

This Corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any stockholder who dies, in accordance with the by-Laws adopted by the stockholders of this Corporation setting forth the terms and conditions of such purchases provided, however, the capital of this Corporation is not impaired.

This Corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. a Pension Plan;
2. a Profit Sharing Plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession;
3. a stock bonus plan;
4. a thrift and savings plan;
5. a restricted stock option plan; or
6. other retirement or incentive compensation plans.

**ARTICLE XIV - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of stockholders are subject to this reservation.

**ARTICLE XV - PRE-EMPTIVE RIGHTS**

All stockholders of the Corporation shall be vested with full pre-emptive rights.

*[Signature]*  
IN WITNESS WHEREOF, I the subscriber, have executed these Articles of Incorporation this 14 day of January, 1999.

*[Signature]*  
\_\_\_\_\_  
PEDRO NUNEZ

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared **PEDRO NUNEZ**, to me known to be the Incorporator described herein and who executed the foregoing Articles of Incorporation, and that he has executed the same for the purposes stated therein.

SWORN AND SUBSCRIBED before me this 14 day of January, 1999.

*[Signature]*  
\_\_\_\_\_  
NOTARY PUBLIC  
Print Name: \_\_\_\_\_  
\_\_\_\_ Personally Known \_\_\_\_ Proper I.D. Shown  
Type of I.D. Shown \_\_\_\_\_

This instrument prepared by:  
M. JEFFREY ST. GEORGE, ESQ.  
ST. GEORGE & TEJERA  
Attorneys at Law  
1735 Ponce De Leon Blvd  
Coral Gables, Florida 33134  
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