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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: LEVINE & PARTNERS, P.A.
074677001117

ACCT#:

CONTACT: LIZ BREIER
PHONE: (305) 372-1350
(305) 372-1352

FAX #:

NAME: SML APPAREL, INC.

AUDIT NUMBER.....H96000012907

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4 + this cover page

CERT. COPIES.....1

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ENTER SELECTION AND <CR>:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FA#: H96000012907

**ARTICLES OF INCORPORATION OF
SML APPAREL, INC.**

**ARTICLE I
NAME**

The name of the Corporation is **SML APPAREL, INC.**

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE**

The principal office of the corporation is: 10225 Panama Street, Cooper City, Broward County, Florida 33026.

**ARTICLE V
MAILING ADDRESS**

The mailing address of the corporation is: 10225 Panama Street, Cooper City, Florida 33026.

Alan W. Levine, Esq.
LEVINE & PARTNERS, P.A.
1110 Brickell Avenue, 7th Floor
Miami, Florida 33131
Telephone: (305) 372-1350
Florida Bar Number: 866822

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**ARTICLE VI
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of this Corporation is 1110 Brickell Avenue, 7th Floor, Miami, FL 33131, and the name of the initial Registered Agent of this Corporation at that address is Alan W. Levine, Esq.

**ARTICLE VIII
INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Alan W. Levine, Esq.	1110 Brickell Avenue 7th Floor Miami, FL 33131

**ARTICLE IX
OFFICERS AND DIRECTORS**

The initial officers of the corporation are:

President:	Lori Heimschen
Vice-President	Steven Lesser
Secretary	Lori Heimschen
Treasurer:	Lori Heimschen

The initial directors of the corporation are:

Lori Heimschen
Daniel Heimschen

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ARTICLE X
POMERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE XI
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of September, 1996.

ALAN W. DEVINE, ESQ.

STATE OF FLORIDA :
COUNTY OF DADE :

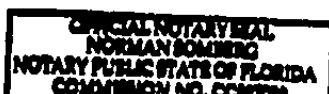
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ALAN W. LEVINE, ESQ., who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 16th day of September, . 1996.

NOTARY PUBLIC, State of Florida

My Commission Expires:

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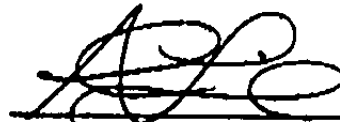
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**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

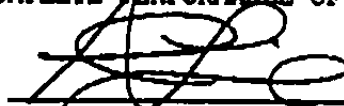
IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT **SML APPAREL, INC.**, DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, HAS NAMED **ALAN W. LEVINE, ESQ.**,
LOCATED AT 1110 BRICKELL AVENUE, 7TH FLOOR, MIAMI, FL 33131, ITS
REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA.



ALAN W. LEVINE, ESQ.
INCORPORATOR
SEPTEMBER 16, 1996

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 THE CAPACITY OF REGISTERED AGENT, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



ALAN W. LEVINE, ESQ.

FA#: H96000012907