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## Florida Department of State

Division of Corporations

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## To:

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FLORIDA PROFIT CORPORATION OR P.A.

BOXERSORBRIEFS.COM, INC.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

boxersorbriefs.com, Inc.

The undersigned subscriber(s) to these Articles of Incorporation, each a natural person, domestic or foreign, corporation, partnership, limited partnership or association, competent to contract hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name under which this corporation will conduct its business and be known and recognized as is: boxersorbriefs.com, Inc.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be any and all activities and businesses for which corporations may be incorporated under the Florida General Corporation Act and that are permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III - CAPITAL STOCK

The maximum number and class of shares of stock that this corporation is authorized to have outstanding at any one time are: 100 shares no par value.

Stock (including treasury shares) may be paid for by cash or other property.

Prepared by: MARIA R. CASO CASERTA, ESQ.  
Florida Bar no. 882755  
4538 Ponce de Leon Boulevard  
Coral Gables, Florida 33146  
(305) 666-9300

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tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment. Each share represents one vote. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasury shares or convertible securities.

#### ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect takes place.

#### ARTICLE V - ADDRESS

The initial place of business address of this corporation in the State of Florida is as follows: 816 Michigan Avenue, Miami Beach, Florida 33139

The registered office address for this corporation in the State of Florida will be: 816 Michigan Avenue, Miami Beach, Florida 33139

Its registered agent: ROBERT L. ZIMMERMAN, JR.

The Board of Directors may from time to time move the principal office to any other address in Florida.

#### ARTICLE VI - SHAREHOLDERS

Shareholders meetings will take place once a year within or without the geographical boundaries of the State of Florida.

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A majority of the share entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the Board of Directors.

#### ARTICLE VII - DIRECTORS

This corporation shall have two (2) Director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of him or her having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his or her duties.

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The rights accruing to any person under the foregoing provisions shall not exclude any other right to which a person may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm or which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that said director or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board or Directors of the corporation which shall authorize any such contract or transaction; and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he or she were not such director or officer of such other corporation or not so interested.

#### ARTICLE VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of

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Director(s) is/are:

Name  
ROBERT L. ZIMMERMAN, JR.  
ALBERT A. ZIMMERMAN

Address  
816 Michigan Avenue, Miami Beach, FL 33139  
816 Michigan Avenue, Miami Beach, FL 33139

ARTICLE IX - SUBSCRIBERS

The names and post office addresses of the subscriber(s) of these Articles of Incorporation is/are:

Name  
ROBERT L. ZIMMERMAN, JR.

Address  
816 Michigan Avenue, Miami Beach, FL 33139

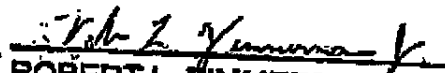
ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restated articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 4th day of January, 1999.

  
ROBERT L. ZIMMERMAN, JR.

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

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

That **boxersorbriefs.com, Inc.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Miami Beach, County of Dade, State of Florida, has named **ROBERT L. ZIMMERMAN, JR.**, located at 816 Michigan Avenue, Miami Beach, Florida 33139 as its agent to accept services of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

*Robert L. Zimmerman Jr.*  
**ROBERT L. ZIMMERMAN, JR.**  
Resident Agent

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TALLAHASSEE, FLORIDA

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