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VENUS SWIMWEAR, INC.

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DIVISION OF CORPORATIONS

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VENUS SWIMWEAR, INC.**

*Adopted in accordance with the provisions of Sections 607.1006 and 607.1007 of
the Business Corporation Act of the State of Florida*

The undersigned, being the President of Venus Swimwear, Inc., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (the "Corporation"), does hereby certify as follows:

FIRST: The Corporation filed its original Articles of Incorporation with the Florida Department of State on April 12, 1982 under the name Titan Bodybuilding, Inc.

SECOND: The Board of Directors of the Corporation approved and adopted the resolution set forth below proposing the amendment and restatement to the Articles of Incorporation (the "Restatement"):

"RESOLVED, that the Articles of Incorporation of the Corporation be, and hereby is, amended and restated in its entirety in accordance with the provisions of Sections 607.1006 and 607.1007 of the Business Corporation Act of the State of Florida as set forth on Exhibit A attached hereto and made a part hereof."

THIRD: The sole stockholder of the Corporation, approved and adopted the Restatement on November 10, 2006, in accordance with Section 607.1006 of the Business Corporation Act of the State of Florida.

* * * * *

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IN WITNESS WHEREOF, the undersigned, pursuant to the Business Corporation Act of the State of Florida, under penalties of perjury does hereby declare and certify that this Amended and Restated Articles of Incorporation is the act and deed of the Corporation and the facts stated herein are true, and accordingly has hereunto set his hand this 10th day of November, 2006.

VENUS SWIMWEAR, INC.,
a Florida corporation

By: Daryl V. Scott
Daryl V. Scott
Chief Executive Officer

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VENUS SWIMWEAR, INC.**

ARTICLE ONE

The name of the corporation is Venus Swimwear, Inc.

ARTICLE TWO

The address of the corporation's registered office in the State of Florida is 50 North Laura St., Ste. 2500, Jacksonville, Florida 32202-4652. The name of its registered agent at such address is Motolaw, Inc.

ARTICLE THREE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of the State of Florida.

ARTICLE FOUR

The total number of shares of stock which the corporation has authority to issue is one thousand (1,000) shares of Common Stock, with a par value of \$0.001 per share.

ARTICLE FIVE

The corporation is to have perpetual existence.

ARTICLE SIX

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the corporation is expressly authorized to make, alter or repeal the by-laws of the corporation.

ARTICLE SEVEN

Meetings of shareholders may be held within or without the State of Florida, as the by-laws of the corporation may provide. The books of the corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Election of directors need not be by written ballot unless the by-laws of the corporation so provide.

ARTICLE EIGHT

To the fullest extent permitted by the Business Corporation Act of the State of Florida as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE EIGHT shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE NINE

The corporation reserves the right to amend, alter, change or repeal any provision contained in this articles of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Florida, and all rights conferred upon stockholders herein are granted subject to this reservation.