

THANK YOU FOR YOUR COOPERATION IN THIS MATTER.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 2, 1996

FRANK A GUTTA
300 NW 82ND AVENUE STE 506
PLANTATION, FL 33324

SUBJECT: THE STUFFED SHIRT SOCIETY OF AMERICA INC.
Ref. Number: W96000000009

We have received your document for THE STUFFED SHIRT SOCIETY OF AMERICA INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 396A00000018



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 18, 1996

FRANK A. GUTTA
300 NW 82ND AVENUE STE 506
PLANTATION, FL 33324

SUBJECT: THE STUFFED SHIRT SOCIETY OF AMERICA INC.
Ref. Number: W96000001315

We have received your document for THE STUFFED SHIRT SOCIETY OF AMERICA INC. and check(s) totalling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please accept our apology for failing to mention this in our previous letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 496A00002210

ARTICLES OF INCORPORATION
OF
THE STUFFED SHIRT SOCIETY OF AMERICA INC.
A NOT FOR PROFIT CORPORATION

RECEIVED
JAN 23 PM 5:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

These Articles of Incorporation are signed and acknowledged by the incorporators for the purpose of forming a not for profit corporation under the provision of the Florida Not For Profit Corporation Act as follows:

ARTICLE I.

The name of the corporation shall be:

THE STUFFED SHIRT SOCIETY OF AMERICA INC.

ARTICLE II.

The duration of the corporation shall be perpetual.

The principal place of business and location of the corporation is:

8675 NW 53rd STREET, SUITE #120
MIAMI, FL 33166.

REGISTERED AGENT:

The street address of the initial registered office of the corporation is 8675 NW 53RD STREET, SUITE #120, MIAMI, FL 33166. The name of the initial registered agent for the corporation is CHRIS PATEL

ARTICLE III.

The general purpose for which the corporation is organized is to raise funds through banquets and fundraising for charitable purposes and for the benefit of other non-profit organizations like Salvation Army, Red Cross etc.

ARTICLE IV.

The corporation shall have the power to do all things legal and necessary to accomplish its objectives as set forth in Article III of these Articles of Incorporation including, but not limited to, the following:

- (1) To make donations, gifts and contributions from the income or assets of the corporation.
- (2) To accept by gift, devise, bequest, grant, or other lawful means property of every kind and description, without limits as to amount.
- (3) To borrow or solicit funds from any lawful source available.
- (4) To administer and manage the donations, gifts, devises, bequests, and the property of the corporation of every kind and description.
- (5) To purchase, acquire, hold, invest, use, mortgage, sell, assign, transfer, or otherwise dispose of both real and personal property of every kind and description, or any interest whatsoever in any real or personal property, and to exercise all rights and all privileges in respect to ownership of any and all personal or real property.
- (6) To employ such staff and personnel necessary to effectuate the powers of the corporation.
- (7) To exercise all other rights and powers conferred upon corporations formed under the General Not For Profit Corporation Law of the State of Florida, provided however, that the Corporation shall not engage in any activities or exercise any powers including those specifically mentioned herein, that are not in furtherance of the specific and primary charitable, and educational purposes of the corporation.

All of the foregoing purposes and powers shall be exercised exclusively for charitable and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE V.

The membership of this corporation shall constitute all persons hereinafter named as directors and such other persons as from time to time hereafter may become members, by approval of the Board of Directors, their qualifications being their interest and ability to assist the corporation

as determined by the Board. No part of the corporation's net income will inure to the benefit of its Directors, shareholders, or members. Said members of the corporation shall at no time enjoy any benefits in the nature of a private interest. The corporation will not, as a substantial part of its activities, attempt to influence legislation, or participate to any extent in political campaign for or against any candidate for public office.

ARTICLE VI.

The directors shall serve in accordance with the rules as designated in the by-laws.

ARTICLE VII.

Incorporators: The name and address of the incorporator is:

BERNADETTE PATEL
8675 NW 53rd STREET
SUITE #120
MIAMI, FL 33166

ARTICLE VIII.

The number of Directors may be fixed or changed from time to time by amendment of the By-Laws of this Corporation adopted in accordance with Article VIII, but in no event shall the number of Directors be less than two (2). The initial number of Directors shall be two (2).

ARTICLE IX.

The directors of the corporation are:

CHRIS PATEL
8675 NW 53rd STREET
SUITE #120
MIAMI, FL 33166

BERNADETT PATEL
8675 NW 53rd STREET
SUITE #120
MIAMI, FL 33166

JOHN PEASE
8675 NW 53rd STREET
SUITE #120
MIAMI, FL 33166

ARTICLE X.

The Board of Directors shall have the power to make, alter or rescind the By-Laws of the Corporation by the affirmative vote of a majority of the Directors of the Corporation at any meeting called pursuant to the By-Laws.

ARTICLE XI.

The Board of Directors shall have the power to amend these Articles of Incorporation by the affirmative vote of a majority of the Directors, provided that any such action be undertaken in accordance with the laws of the State of Florida.

ARTICLE XII.

The corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of its specific and primary purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable, benevolent, and educational purposes, and no part of the profit or net income of the Corporation shall inure to the benefit of any Director, Officer, or Member of the Corporation.

ARTICLE XIII.

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to a non-profit organization and used exclusively to accomplish the general purposes for which this Corporation is organized.

ARTICLE XIV.

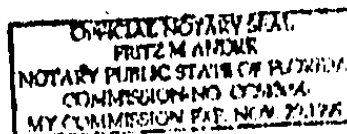
Any person (or their heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees at both trial and appellate level, and disbursements incurred by him (or by his heir, executors or administrators) in connection with the defense or settlement of such actions, suit or proceeding, or in connection with any appearance

therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties: Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heir, executors or administrators) may be entitled apart from this Article.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 18 day of December, 1995.



INCORPORATOR
BERNADETTE PATEL



NOTARY—


I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation

dhf

Jan 8 1946

CHRIS PATEL- REGISTERED AGENT

THE STUFFED SHIRT SOCIETY OF AMERICA, INC.

96 JAN 23 PM 3:07
TALLAHASSEE FLORIDA
SECRETARY OF STATE