

P0000000010176

TO: Secretary of State  
Department of State  
Division of Corporations

FROM: Brenda Quarterman  
Q's Clothing

200003115672--0  
-01/31/00--01058--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: ARTICLES OF INCORPORATION

Attached, please find a check in the amount of \$78.75 for filing of my Articles of Incorporation and having them certified.

Please mail certified Articles to my home address at 1804 N. Hiawasse Road, Orlando, Florida 32818. My phone number is 407-299-4588 or 1-800-753-6775.

Sincerely,

*Brenda L. Quarterman*

Brenda L. Quarterman

RECEIVED  
00 JAN 31 AM 10:40  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JAN 31 AM 11:00

APPROVED  
AND  
FILED

*12/1/00*

**ARTICLES OF INCORPORATION**  
**OF**  
**Q's CLOTHING, INC.**

Pursuant to the Florida General Corporation Act, Q's CLOTHING, INC. adopts the following Articles of Incorporation:

**ARTICLE ONE**  
**NAME**

The name of this corporation is Q's CLOTHING, INC. ("Corporation")

**ARTICLE TWO**  
**DURATION**

The period of duration for this Corporation is perpetual.

**ARTICLE THREE**  
**PURPOSE**

The purpose is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE FOUR**  
**CAPITAL STOCK**

The Corporation is authorized to issue Seven Thousand Five Hundred (7500) shares of common stock class, with a One Dollar (\$1.00) par value for each share.

**ARTICLE FIVE**  
**INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent are as follows:

Brenda Quarterman  
111 W. Main Street  
Leesburg, FL 34748-5117

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JAN 31 AM 11:00

APPROVED  
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FILED

**ARTICLE SIX  
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation is:

111 W. Main Street  
Leesburg, FL 34748-5117

**ARTICLE SEVEN  
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but the number of directors shall never be less than one (1).

The name and address of the initial director of this Corporation is:

Brenda Quarterman  
1804 North Hiawasse Road  
Orlando, Florida 32818

**ARTICLE EIGHT  
INCORPORATORS**

The name and address of the Incorporator signing these Articles of Incorporation is:

Brenda Quarterman  
1804 North Hiawasse Road  
Orlando, Florida 32818

**ARTICLE NINE  
NON-RESIDENT DIRECTORS**

Directors need not be residents of the State of Florida.

**ARTICLE TEN  
DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this Corporation.

## **ARTICLE ELEVEN AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors and upon a majority vote of the directors.

## **ARTICLE TWELVE INDEMNIFICATION**

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

## **ARTICLE THIRTEEN SHAREHOLDERS QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative votes of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## **ARTICLE FOURTEEN REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

## **ARTICLE FIFTEEN INFORMAL ACTION OF DIRECTORS**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the written evidence of their consent is filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

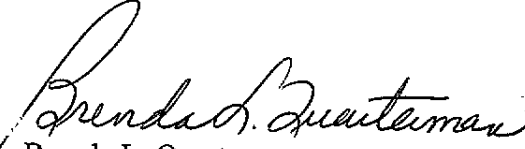
## **ARTICLE SIXTEEN RESTRICTIONS ON TRANSFER OF STOCK**

Restrictions on the sale or transfer of the stock of this Corporation may be set forth in a buy-sell agreement.

**ARTICLE SEVENTEEN  
READING AND CAPTIONS**

The headings or captions of these Articles of Incorporation are inserted for convenience. They shall not have any force or effect and the interpretation of the various Articles shall not be influenced by the language of the headings or captions.

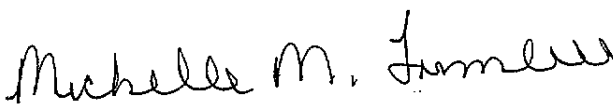
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 28<sup>th</sup> day of January, 2000.


  
Brenda L. Quarterman  
Incorporator

STATE OF FLORIDA   )  
COUNTY OF ORANGE )

BEFORE ME, the undersigned authority personally appeared Brenda Quarterman to be known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28<sup>th</sup> day of January, 2000.

  
NOTARY PUBLIC  
My Commission Expires

 Michelle M Trimble  
My Commission CC655446  
Expires June 15, 2001

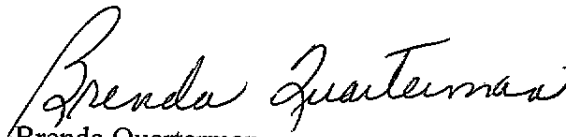
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

Q's Clothing, Inc. (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and designated Brenda Quarterman as its registered agent to accept service of process within the State of Florida with its registered office at 111 W. Main Street, Leesburg, Florida 34748-5117.

**ACKNOWLEDGEMENT**

Having been named Registered Agent for the Corporation at the place designed in this Certificate, I agree to act in this capacity, and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 28<sup>th</sup> day of January, 2000.

  
Brenda Quarterman  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JAN 31 AM 11:00

APPROVED  
AND  
FILED