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ROBERT F. GRIFFITH, JR.
OF COUNSEL

March 30, 2000

State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: VOL, Inc.

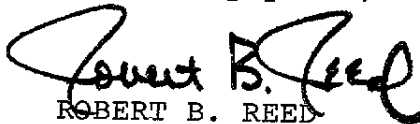
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****122.50 ****78.75

To whom it may concern:

Enclosed herewith please find original and one (1) copy of Articles of Incorporation for VOL, Inc., a Florida corporation, original Certificate Designating Place of Business and this firm's check in the amount of \$122.50 covering the filing fee.

Please file the Articles and return a certified copy of same to my office in the enclosed self-addressed, stamped envelope. Thank you in advance for your assistance in this matter.

Very truly yours,


ROBERT B. REED

/cw
Enclosures

FILED
00 APR -3 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-6
20

ARTICLES OF INCORPORATION
OF
VOL, Inc.

FILED
00 APR -3 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is VOL, Inc.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:
to design, manufacture, fabricate, buy, sell, import, export and
otherwise deal in new styles of clothing and accessories thereto;
and for the purpose of transacting any and all other lawful
business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue sixty (60) shares
of no par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this
corporation is 301 West Ocean Avenue, Apartment 6, Lantana, Florida
33462.

and the name of the initial registered agent of this
corporation at that address is MICHAEL E. BAUER.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director(s) of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL E. BAUER	301 West Ocean Avenue Apartment 6 Lantana, Florida 33462
TANDY J. VERNESE	301 West Ocean Avenue Apartment 6 Lantana, Florida 33462

ARTICLE VII - INCORPORATOR

The name and address of the person(s) signing these articles is:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL E. BAUER	301 West Ocean Avenue Apartment 6 Lantana, Florida 33462

IN WITNESS WHEREOF, the undersigned subscriber(s) has
executed these articles of incorporation this 16th day of
March, 2000. ~~xxxxx~~

Michael E. Bauer
MICHAEL E. BAUER
Subscriber

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a notary public authorized to take
acknowledgments in the state and county set forth above,
personally appeared MICHAEL E. BAUER to me known to
to be the person who executed the foregoing Articles of
Incorporation, and he acknowledged before me that he executed
those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, in the state and county aforesaid, this
16th day of March, 2000, ~~xxxxx~~

Carol Wallace
NOTARY PUBLIC, State of Florida

My Commission Expires:



Carol Wallace
MY COMMISSION # CC844457 EXPIRES
June 14, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
00 APR -3 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

FIRST: -- That VOL, Inc. desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at City of Lantana, State of Florida, has named MICHAEL E. BAUER located at 301 West Ocean Avenue Apt. 6, Lantana, FL 33462, City of Lantana, State of Florida, as its Agent to accept service of process within Florida.

Michael E. Bauer
MICHAEL E. BAUER

Title: President

Date: March 16, 2000

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 this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Michael E. Bauer
MICHAEL E. BAUER

Date: March 16, 2000