

LAW OFFICES
PLASENCIA & ASSOCIATES

2 HARVARD CIRCLE
SUITE 800
WEST PALM BEACH, FLORIDA 33409

LEONEL R. PLASENCIA, ESQUIRE
ALEJANDRO G. CASAS, ESQUIRE

TELEPHONE
(561) 683-8333

SUSAN E. JOHNSON
PARALEGAL / INVESTIGATOR

FACSIMILE
(561) 683-3277

June 6, 2000

00000058168

Secretary of State
Division of Corporation
P.O. Box 3527
Tallahassee, Florida 32314

Re: Rhythm Clothiers, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for Rhythm Clothiers, Inc. and a check in the sum of \$122.50 for filing fees of same. Also, enclosed is the registered agents certificate.

Please return stamped copy of the Articles of Incorporation in the self-addressed stamped envelope provided for you.

Thank you for your anticipated cooperation.

Sincerely,

PLASENCIA & ASSOCIATES

SUSAN E. JOHNSON

SEJ
Enclosures

cc: Carmen Alvarez

FILED
00 JUN -9 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
RHYTHM CLOTHIERS, INC.

FILED
00 JUN -9 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation and its principal place
business is:

RHYTHM CLOTHIERS, INC.
THE PALLADIUM AT CITY PLACE
477 S. ROSEMARY AVENUE, SUITE 150
WEST PALM BEACH, FLORIDA 33401

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the sole and specific
purpose of rendering entertainment services; nevertheless, it shall
be authorized to transact any or all lawful business as provided by
Florida Statutes, as it exists on the date hereof or as it may
hereafter be amended.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the \$1.00 par value thereof, and
the class of such stock shall be Common.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of
this Corporation of the same kind, class or series as that which
he/she already holds, shall have the right to purchase his/her pro
rate share thereof (as nearly as may be done with issuance of
fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this

Corporation and the name of the initial registered agent of this Corporation at such address are as follows:

THOMAS DICKINSON
107 N. OLIVE AVENUE
WEST PALM BEACH, FL 33401

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initial director of this Corporation is: THOMAS DICKINSON.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is THOMAS DICKINSON, 107 N. OLIVE AVENUE, WEST PALM BEACH, FL 33401.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

ARTICLE X - BEGINNING OF CORPORATE EXISTENCE

Corporate existence shall begin upon the filing of these Articles of Incorporation this 6 day of June, 2000.

THOMAS DICKINSON

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing has acknowledged before me this 14 day of June, 2000, by THOMAS DICKINSON, who is personally known to me and who did not take an oath.

Susan E Johnson
NOTARY PUBLIC

 Susan E Johnson
My Commission CC801158
Expires March 3, 2003

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


FILED
00 JUN -9 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

RHYTHM CLOTHIERS, INC., is desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named THOMAS DICKINSON, 107 N. OLIVE AVENUE, WEST PALM BEACH, FL 33401, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation, at the place designated to 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.


THOMAS DICKINSON