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BUSINESS SERVICES OF ORMOND BEACH, INC  
289 S YONGE STREET  
ORMOND BEACH, FLORIDA 32174  
Tele 904-672-6999  
Fax 904-672-0964

June 5, 2000

Division of Corporations  
P O Box 6327  
Tallahassee, Florida 32314

Dear Sirs:


Re: Incorporation Forms  
Atlantic Headquarters Funwear, Inc

Attached are the forms for filing of the new corporation application as follows:

1. Articles of Incorporation
2. Check Fee for Incorporation
3. Affidavit of Non-revelal of Prior Dissolved Corporation

Thank you for helping me get this matter corrected and if you have any questions please feel free to contact me.

Yours truly,

  
GARY D BLAIR  
Accountant

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ATLANTIC HEADQUARTERS FUNWEAR, INC

The undersigned, subscribers to these Articles of Incorporation, a natural person, over the age of 18 years, competent to contract, and fully licensed to render services as such under the laws of the State of Florida, hereby presents these Articles for the further formation of a corporation under the Corporation Act, and other laws of the State of Florida.

1. Name. The Name of the Corporation is Atlantic Headquarters Funwear, Inc,

2. Nature of Business. The general nature of the business to be transacted by the corporation is: Personal and Business Services and Sales of Products.

(a) to engage in every phase and aspect of the personal and business services, sale of products and supplying of services.

(b) to invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the conduct of its business.

(c) to do everything necessary and proper for the accomplishment of any of the purposed, or the attaining of

any of the objectives, or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof necessary or incidental to the protection and benefit of the Corporation, and in general either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumerations of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

3. Capital Stock. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1000 shares of Common Stock having no par value.

4. Term of Existence. The Corporation is to exist perpetually.

5. Address. The street address of the initial registered office of this Corporation is 42 S. Atlantic Avenue, Daytona Beach, Florida the name of the initial registered agent at that address is Ghassan Laoun.

6. Directors. The business of the Corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall not be less than two and subject to such minimum, may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed the number shall be two.

7. Initial Directors. The names and street addresses of the members of the first Board of Directors are:

Ghassan Laoun  
42 S. Atlantic Avenue  
Daytona Beach, Florida 32118

Tanios Farhat  
1025 S Beach Street  
Daytona Beach, Florida 32118

8. Subscribers. The names and street addresses of the persons signing the Articles of Incorporation as subscribers

are:

Ghassan Laoun  
42 S. Atlantic Avenue  
Daytona Beach, Florida 32118

9. Voting Trusts. No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares unless said voting trust shall be executed by all persons then holding stock in the corporation;

10. Contracts. No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is

interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract or other transaction of the Corporation which any person, firm, or corporation shall be an interested party in shall be affected by the fact that any director of the Corporation is a party to or in any way connected with such person, firm, or corporation, and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

11. Removal of Directors. The shareholders of this Corporation shall be entitled to remove any director from office during his term.

12. Restraint on Alienation of Shares. The Shareholders of the Corporation shall have the power to include in the By-Laws, adopted by a two-thirds majority of the stockholders of the Corporation, any regulation or restrictive provisions regarding the proposed sale, transfer, or other disposition of any outstanding shares of the Corporation by any of its shareholders. The manner and form, shall be determined by the shareholders of the Corporation; provided, however, that such regulation or restrictive provisions shall not effect

the rights of the third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such a purpose.

13. Additional Corporate Powers. In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposed and objects herein stated, the Corporation shall have all the following powers:

(a) to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or corporation for the purpose of conducting any legal business;

(b) at its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the By-Laws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired;

(c) at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with By-Laws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

14. Amendment. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

15. By-Laws. The power to adopt, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

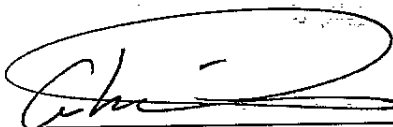
16. Calling of Special Meetings. Special meeting of shareholders may be called by a majority of the Board of Directors, President or Vice President of the Corporation.

17. Meetings by Conference Telephone. Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

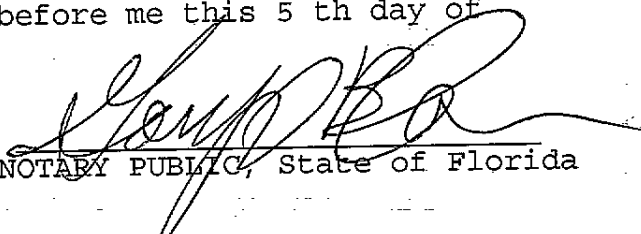
18. Action by Directors Without a Meeting. The Directors of this Corporation may take action by written consent, as provided by law.

19. Indemnifications. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

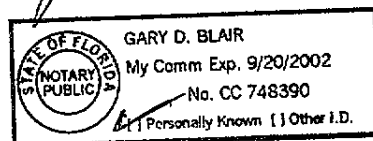
IN WITNESS WHEREOF, Ghassan Laoun the subscriber has  
executed these Articles of Incorporation this 5 th day of  
June, A.D. 2000.

  
\_\_\_\_\_  
Ghassan Laoun

SUBSCRIBED and sworn to before me this 5 th day of  
June, A.D. 2000.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission Expires:



FILED

00 JUN - 9 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DESIGNATION OF REGISTERED AGENT OF  
ATLANTIC HEADQUARTERS FUNWEAR, INC

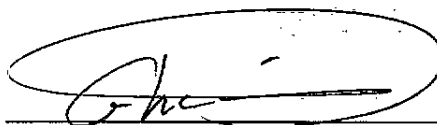
The street address of the initial registered agent of the Corporation is 34 S Atlantic Avenue, Daytona Beach, Florida 32118 and the name of the initial registered agent of the Corporation at that Address is Ghassan Laoun.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as Agent for the Service of Process within the State of Florida upon Atlantic Headquarters Funwear, Inc does hereby accept appointment as such agent for the above named corporation.

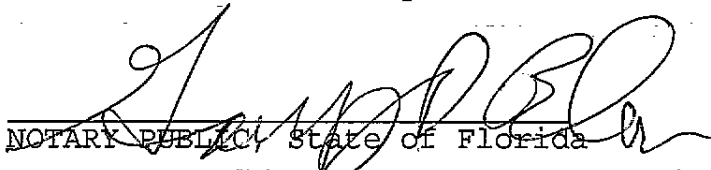
The location of the office of the said corporation is 42 S. Atlantic Avenue, Daytona Beach, Florida 32118.

IN WITNESS WHEREOF, the name and seal of the said Registered Agent is hereby affixed at Volusia County, of the State of Florida, this 5 th Day of June, A.D. 2000.



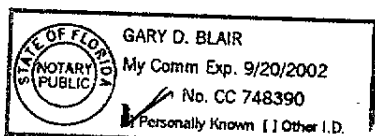
Ghassan Laoun

SUBSCRIBED and sworn to before me this 5 th day of June, A.D. 2000.



NOTARY PUBLIC, State of Florida

My Commission Expires:



**AFFIDAVIT**

Re: P98000057576  
Filed 06/26/1998  
Atlantic Headquarters Funwear, Inc.


Subject: Decision Not To Renewal of Corporation

The corporation Atlantic Headquarters Funwear, Inc, 4042 S Atlantic Avenue, Daytona Beach, Florida 32118, has been dissolved effective September 24, 2000 and it will not be renewed or used in the future by these incorporators and the name is available to anyone desiring to use it.

  
Charles Gobeira

State of Florida  
County of Volusia

Subscribed and sworn before me this 5th day of June, 2000.

  
Notary Public

My commission Expires:

