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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

OLD GYM CO., II

Certificate of Status	0
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Coral Gables, Florida 33134
Telephone (305) 461-3900
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LAW OFFICES OF

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WILLIAM PHILLIPS, P.A.

Attorney at Law

June 22, 2000

Hon. Katherine Harris
Secretary of State
The Capitol
Tallahassee, Florida 32399-0250

Re: OLD GYM CO., II

Dear Ms. Secretary:

The undersigned, as President of OLD GYM CO., a Florida corporation, certifies that there is no objection to the incorporation of OLD GYM CO., II.

Thanking you for your courtesy and cooperation, I remain

Sincerely,
OLD GYM CO.
A Florida corporation

By: 

JUAN PLASENCIA, President

JP:p
Encls:

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ARTICLES OF INCORPORATION
OF
OLD GYM CO., II

The undersigned, subscriber to these Articles of Incorporation, a natural person, competent to contract, and desiring to make and enter into the following ARTICLES OF INCORPORATION, for the purpose of forming a corporation under the laws of the State of Florida, does herewith agree as follows:

1. The name by which this corporation shall be known, is: OLD GYM CO., II.
2. This corporation shall have perpetual existence.
3. This corporation is organized for the following purposes:

A. To engage in the business, and buying, selling, and manufacturing of men's and women's clothing of all kinds and description, and the purchasing and/or manufacturing of materials of all kinds and description, in order to carry on the aforementioned business.

B. To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real and personal property; to purchase, lease, build, construct, erect, occupy and manage building of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land, and businesses belonging to or to be acquired by this company, or any other person, firm or corporation.

William Phillips, Esq.
Florida Bar #0063132
901 Ponce DeLeon Blvd.-Suite 305
Coral Gables, Florida 33134

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C. This corporation shall also have those powers enumerated by Section 607.0302, Florida Statutes, as they now exist, together with any and all amendments, and/or changes to said section that may hereafter be enacted.

4. This corporation is authorized to issue One Thousand Five Hundred (1,500) shares of common stock, without nominal or par value.

5. The amount of capital with which this corporation shall and does business with, is the sum of One Thousand Five Hundred (\$1,500.00) Dollars, all of which capital has been fully paid in.

6. Any of the shareholders of this corporation, upon the sale for cash, of any new stock of this corporation, of the same kind, class or series, as that now being held by such shareholder, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is it offered to any other purchasers.

7. The street address of the initial Registered Agent and principal office of this corporation is 836 Lincoln Road, Miami Beach, Florida 33139; and the name of the initial Registered Agent at that address is JUAN PLASENCIA.

8. This corporation shall have one director initially; however, the number of directors may be increased from time to time by the by-laws of the corporation, but shall never be less than one.

9. The name and address of the initial director and subscriber of this corporation is: JUAN PLASENCIA, 836 Lincoln Road, Miami Beach, Florida 33139.


10. This corporation shall indemnify and save harmless any officer, and/or director, or any former officer or director to the full extent permitted by law.

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11. The powers to adopt, alter, amend or repeal any of the by-laws of this corporation shall be vested in the Board of Directors, and the corporation reserves the right to amend or repeal any of the provisions of these Articles of incorporation, or any amendment thereto, and any right conversely conferred upon the shareholders of this corporation is subject to this reservation.

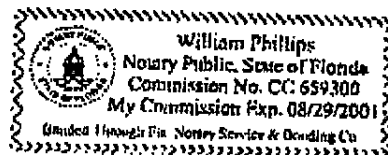
IN WITNESS WHEREOF, the undersigned Registered Agent and Subscriber has executed these Articles of Incorporation, this 22nd day of June, 2000.


JUAN PLASENCIA - President/Subscriber and
Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged this 22nd day of June, 2000.,
by JUAN PLASENCIA, who is personally known to me, and who did take an oath.


NOTARY PUBLIC



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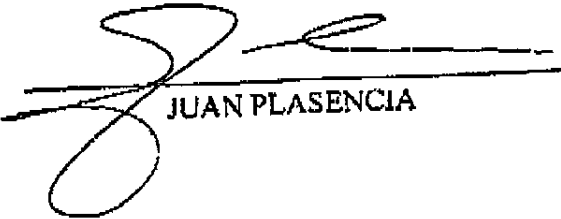
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM SERVICE MAY BE MADE**

In pursuance of Chapter 607.0302, Florida Statutes, the following is submitted in compliance with said Act.

1. That OLD GYM CO., II, desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation in Miami-Dade County, Florida, has named JUAN PLASENCIA, located at 836 Lincoln Road, Miami Beach, Florida 33134, as its agent to accept service of process within this State.

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



JUAN PLASENCIA

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