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(305) 751-8934

July 20, 2000

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-07/24/00--01113--010  
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Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation  
To Be Filed.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation, and Certificates Designating Places of Business, and a money order for filing fees for the following:

No	Company Name	CK /MO#	Amount
1.	CLASSIC WEAR, INC.	249	\$70.00
2.	MITCO FREIGHT SYSTEMS, INC.	95642501383	70.00
3.	POWER CLEAN, CO.	5776	70.00
	TOTAL		\$210.00

Please file both the Articles and certificates for the Designation for the corporation and return a filed copy of each document to the following:

Deidre Smith, Esq.  
Tools For Change  
6015 NW 7<sup>th</sup> Ave.  
Miami, Florida 33127

Thank you for your attention to this matter.

Sincerely,  
TOOLS FOR CHANGE

*Deidre Smith, Esq.*

Deidre Smith, Esq.  
Legal Department

Enclosures

FILED  
00 JUL 24 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHEN

JUL 27 2000

ARTICLES OF INCORPORATION

OF

CLASSIC WEAR, INC.

FILED  
00 JUL 24 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is CLASSIC WEAR, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the corporation is 7852 N. W. 189<sup>th</sup> Street, Miami, Florida 33015.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

#### ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

#### ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 7852 N. W. 189<sup>th</sup> Street, Miami, Florida 33015; and the registered agent at that office is Wanda Horton.

#### ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

Wanda Horton  
7852 N. W. 189<sup>th</sup> Street  
Miami, Florida 33015

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

WANDA HORTON  
7852 N. W. 189<sup>th</sup> Street  
Miami, Florida 33015

IN WITNESS WHEREOF, I, WANDA HORTON, the undersigned incorporator, have signed these Articles of Incorporation on this 12<sup>th</sup> day of July, 2000, and acknowledged the same to be my act.

Wanda Horton

WANDA HORTON

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of July, 2000, by WANDA HORTON, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: Geraldine Mathis Belle

PRINT: Geraldine M. Belle

STATE OF FLORIDA AT LARGE



Geraldine Mathis Belle  
My Commission CC577991  
Expires Aug. 18, 2000

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

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Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That CLASSIC WEAR, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of MIAMI, County of MIAMI-DADE, State of Florida, has named WANDA HORTON, at 7852 N. W. 189<sup>th</sup> Street, in the City of MIAMI, County of MIAMI-DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: \_\_\_\_\_

WANDA HORTON

DATE: \_\_\_\_\_

July 12, 2000

FILED  
00 JUL 24 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA