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

FILED
00 SEP -5 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed please find our check for \$ 123.50 to cover the fees for the Incorporation of
WHITECAPS ENTERPRISES, INC.

825 S. E. 8th Avenue Ste. B
Deerfield Bch., Florida 33441

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ARTICLES OF INCORPORATION
OF

WHITECAPS ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida

ARTICLE I

Name: The name of this corporation is WHITECAPS ENTERPRISES, INC.

ARTICLE II

Purpose and Powers: The general nature of the business to be transacted by the corporation is as follows:

1. The corporation may engage in any activity of retailing t-shirts to the general public as permitted under the laws of the State of Florida.
2. And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation.
3. And, further, to borrow or raise money for any purpose of the corporation, and to secure the same interest of, for other purposes, to mortgage all or part of the property corporeal or incorporeal rights of franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III

Capitalization: The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is ONE THOUSAND(1000) shares of common stock, having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV

Initial capital: The amount of capital with which this corporation will begin business is ONE HUNDRED AND NO/100 (\$100.00) DOLLARS.

ARTICLE V

Commencement and duration: This corporation is to commence existence upon the filling of the Articles of Incorporation with the Department of State.

ARTICLE VI

Principal place of business: The name of this corporation shall be Whitecaps Enterprises, Inc., with its general place of business at 845 S. E. 8th Avenue Ste. B, Deerfield Bch., Florida 33441. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, and establish branch offices in any place within the State of Florida, as the said corporation may desire.

ARTICLE VII

Directors: The corporation shall have ONE directors initially, the number of directors may be increased or decreased from time to time by the bylaws adopted by the stockholders, but shall never be less than ONE (1).

ARTICLE VIII

Directors: The names and address of the first Board of Directors of these Articles of Incorporation is as follows:

Pam Hugenroth
825 S. E. 8th Avenue Ste. B
Deerfield Bch., Florida 33441

ARTICLE IX

Incorporators and subscribers: The incorporators and subscribers to all capital shares of this corporation are:

Pam Hugenroth
825 S. E. 8th Avenue Ste. B
Deerfield Bch., Florida 33441

ARTICLE X

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 stockholders, and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.

ARTICLE XI

Registered Agent: That Pam Hugenroth, 825 S. E. 8th Avenue Ste. B, Deerfield Bch. Florida 33441 is hereby named Registered Agent for this corporation to be its agent to accept services of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation at the place designated in this article, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Pam Hugenroth 8-29-00
Pam Hugenroth, Registered Agent

I, the undersigned, being the original subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby name, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set our hands and seal this 24 day of August, 2000.

Pam Hugenroth 8-29-00
Pam Hugenroth

Sept. 1, 2000 State of New Jersey

DONNA E. OTT
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Sept. 21, 2004

Donna E. Ott