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FLORIDA PROFIT CORPORATION OR P.A.

THREE BEARS APPAREL, INC.

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ARTICLES OF INCORPORATION  
OF  
THREE BEARS APPAREL, INC.

ARTICLE I

The name of the corporation is THREE BEARS APPAREL, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1135 Papaya Street, Hollywood, Florida 33019.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 28 West Flagler Street, 12<sup>th</sup> Floor, City of Miami, County of Miami-Dade, State of Florida 33131 and the name of its initial registered agent at such office is Daniel Kaplan.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and

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the names and addresses of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Lauren Martin  
1135 Papaya Street  
Hollywood, Florida 33019

Shari Schwartz  
1135 Papaya Street  
Hollywood, Florida 33019

**ARTICLE VII**

The name of the Incorporator is Daniel Kaplan and the address of the Incorporator is 28 West Flagler Street, 12<sup>th</sup> Floor, Miami, Florida 33131.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 20th of September, 2000.

  
Daniel Kaplan, Incorporator

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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of THREE BEARS APPAREL, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
Daniel Kaplan, Registered Agent

Dated: September 20, 2000

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