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Attorney at Law

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October 18, 2000

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
10-17-00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 19 AM 8:53

FILED

RE: H.B. Wear, Inc.

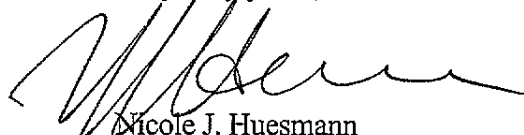
Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation of H.B. Wear, Inc..

Also, enclosed is a check in the amount of \$78.75, which covers the fee for filing and a certified copy. Please return the certified copy of the Articles as soon as possible via regular mail.

Your early attention to this matter will be appreciated.

Very truly yours,



Nicole J. Huesmann

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*****78.75 *****78.75

Enclosures

F. CHESLER OCT 19 2000

ARTICLES OF INCORPORATION

OF

H.B. WEAR, INC.

ARTICLE I

EFFECTIVE DATE
10-17-00

NAME AND ADDRESS

The name of the Corporation shall be:

H.B. WEAR, INC.

The Corporation's address is:

7275 NW 68 Street
Unit 3
Miami, Florida 33166

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE II

DURATION

The corporation shall commence its existence on October 17, 2000, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of the Corporation is Jacqueline Perez, 7275 NW 68 Street, Unit 3, Miami, Florida 33166.

ARTICLE VI

INCORPORATORS

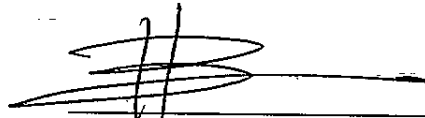
The names and addresses of the persons signing these Articles of Incorporation as Incorporators are: Hector D. Benetiz, 7275 NW 68 Street, Unit 3, Miami, Florida 33166

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any Incorporator, Officer or Director, or any former Officer or Director, to the full extent permitted by law.

17th IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of October, 2000.

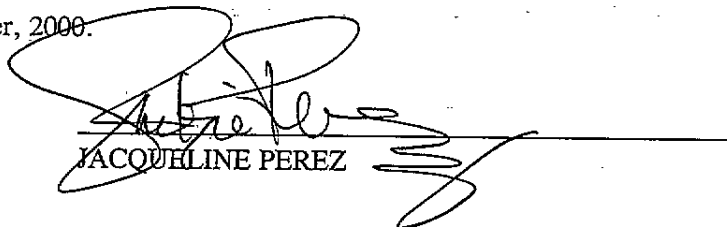


HECTOR D. BENETIZ

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of her duties.

DATED this 17th day of October, 2000.

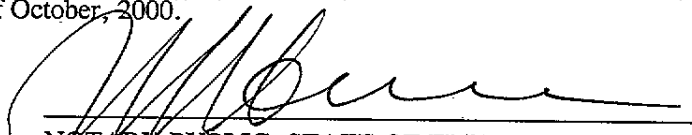


JACQUELINE PEREZ

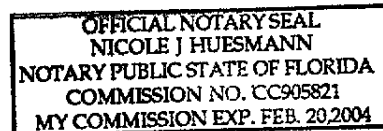
STATE OF FLORIDA :
: SS.
COUNTY OF MIAMI-DADE :

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared Hector D. Benetiz, known to me and known to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of H.B. WEAR, INC., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 12th day of October, 2000.


NOTARY PUBLIC, STATE OF FLORIDA

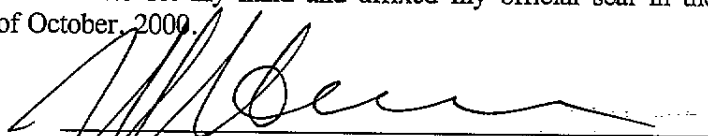
My Commission Expires:



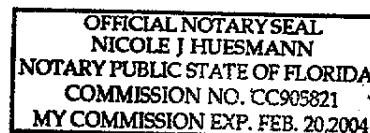
STATE OF FLORIDA :
: SS.
COUNTY OF MIAMI-DADE :

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared Jacqueline Perez, known to me and known to be the person who, as Registered Agent, executed the foregoing Articles of Incorporation of H.B. WEAR, INC., and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 12th day of October, 2000.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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