

ALLAN M. GLASER, P.A.

Biscayne Centre

Suite 807

11900 Biscayne Boulevard

Miami, Florida 33181

ALLAN M. GLASER
ATTORNEY AT LAW

P01000024081

March 2, 2001

FILED
01 MAR -5 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (305) 893-5999
TELEFAX (305) 893-8251

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

Re: GOTHAM CITY MENSWEAR CORPORATION
Our File No. 4302-0

300003798123--7
-03/05/01--01036--009
*****78.75 *****78.75

To Whom It May Concern:

Enclosed please find Articles of Incorporation and Acceptance of Registered Agent for the above named corporation for filing with the Division of Corporation. Also enclosed is your filing fee payable to the Florida Department of State in the amount of \$78.75. Please process the documents and return them to our office together with your Certificate of Incorporation.

We thank you in advance for your attention to this matter and should you have any questions or problems with the above request, please do not hesitate to contact our office.

Cordially yours,


ALLAN M. GLASER

AMG/sr

Enc.

110804302-0/030201

ARTICLES OF INCORPORATION
OF
GOTHAM CITY MENSWEAR CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GOTHAM CITY MENSWEAR CORPORATION

The address of the principal office of this corporation shall be 1395 NW 155 Lane, Pembroke Pines, Florida 33028, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 share of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 11900 Biscayne Boulevard, Suite 807, Miami, Florida 33181, and the name of the initial registered agent of the corporation at that address is Allan Glaser.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of directors, subject any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Henry Segarra	1395 NW 155 Lane
Dir.	Pembroke Pines, FL 33028

Edwin Segarra	1395 NW 155 lane
Dir.	Pembroke Pines, FL 33028

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Allan M. Glaser, P.A.
11900 Biscayne Boulevard
Suite 807
North Miami, Florida 33181

IN WITNESS WHEREOF, the undersigned agent of Allan M. Glaser, P.A., has set their hand and seal of Allan M. Glaser, P.A. on March 2, 2001.

ALLAN M. GLASER, P.A.

By: 
Its Agent, ALLAN M. GLASER

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

ALLAN M. GLASER, an individual residing in this State, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

GOTHAM CITY MENSWEAR CORPORATION

ALLAN M. GLASER is familiar with and accepts the obligations of the position of Registered Agent under Section 607.C505, Florida Statutes.

By: 
ALLAN M. GLASER

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TALLAHASSEE, FLORIDA