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Carregal Accounting Service

6115 North Armenia Avenue Tampa, Florida 33604
(813)877-6371 FAX(813)877-2895 carregal@acm.org

16 March 2001

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

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-03/19/01--01098--005
*****87.50 *****87.50

TO WHOM IT MAY CONCERN:

ENCLOSED PLEASE FIND THE ARTICLES OF INCORPORATION FOR Empire Street Wear, Inc..
AS WELL AS A CHECK FOR 87.50 COVERING THE VARIOUS FEES.

PLEASE RETURN THE CERTIFIED COPY OF THE ARTICLES TO MY ATTENTION AT 6115 N.
ARMENIA AVENUE, SUITE B, TAMPA, FLORIDA 33604.

SHOULD YOU HAVE ANY QUESTIONS REGARDING THIS MATTER, PLEASE FEEL FREE TO
CALL (813)877-6371

THANK YOU,

ALAN CARREGAL

FILED
01 MAR 19 AM 9:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

03/16/01 11:40 AM
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ARTICLES OF INCORPORATION
OF
Empire Street Wear, Inc.

01 MAR 19 AM 9:31

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be: Empire Street Wear, Inc.
The principal place of business of this corporation shall be
3100 SW College Rd. #458 Ocala, Florida 34474

ARTICLE II: TERM OF EXISTENCE

The duration of this corporation is perpetual.

ARTICLE III: NATURE OF BUSINESS

This corporation is organized for the purpose of operating a business, and transacting of any and all lawful business for which corporations may be incorporated under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV: CAPITAL STOCK

The corporation may issue FIVE HUNDRED (500) shares of voting common stocks of par value one dollar (\$1.00) each share with preemptive rights preserved.

ARTICLE V: ADDRESS & REGISTERED AGENT

The name and address of the initial registered agent and office of the corporation is: Riad Sulaiman 3100 SW College Rd. #458, Ocala, Florida 34474.

ARTICLE VI: DIRECTORS

The corporation shall have no directors.

ARTICLE VII: OFFICERS AND INCORPORATORS

The names and addresses of the officers and incorporators of this corporation are:

Riad Sulaiman Pres.
3100 SW College Rd. #458 Ocala Florida 34474


Akram Othman V. Pres.
3100 SW College Rd. #458 Ocala Florida 34474

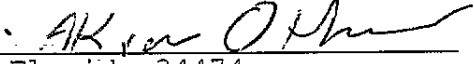
Mohammad Ahmad Tres.
3100 SW College Rd. #458 Florida 34474


Nedal Ahmad Sec'y
3100 SW College Rd. #458 Ocala Florida 34474


There shall be one initial officer of the corporation. The number of the officers should be established by the bylaws and could be changed from time to time, but always should be at least one officer, the President.

The incorporators of this corporation are:

Riad Sulaiman Pres. 
3100 SW College Rd. #458 Ocala Florida 34474

Akram Othman V. Pres. 
3100 SW College Rd. #458 Ocala Florida 34474

Mohammad Ahmad Tres. 
3100 SW College Rd. #458 Florida 34474

Nedal Ahmad Sec'y 
3100 SW College Rd. #458 Ocala Florida 34474

State of Florida
County of Hillsborough

BEFORE ME, a Notary Public duly authorized in the state of Florida and county of Hillsborough, personally appeared the above mentioned subscriber(s) to me known to be the person(s) described as the subscriber(s) in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same and subscribed to these Articles of Incorporation.

WITNESS MY HAND and official seal in the County and State named above this 17 February 2001

Notary Public, State of Fl. at Large

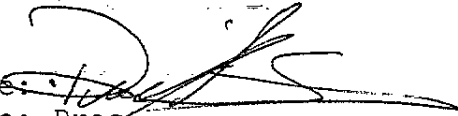
My commission expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Corporation is: Empire Street Wear, Inc.
2. The name and address of the registered agent and office is:

Riad Sulaiman 3100 SW College Rd. #458 Ocala, Florida 34474

Signature: 
Title: Pres.
Date:

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.

Signature: 
Date:

FILED
01 MAR 19 AM 9:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA