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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

UNDERWAREHOUSE #3, INC.

Certificate of Status	0
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B. McKn. MAY 18 2001

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01 MAY 18 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(3)

**Articles of Incorporation
of
UnderWearhouse #3, Inc.**

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**Article I
Name**

The name of the corporation shall be **UnderWearhouse #3, Inc.**

**Article II
Principal Office**

The principal place of business and mailing address for the Corporation are **7550 S.W. 57th Avenue, Suite 211, South Miami, Florida 33143.**

**Article III
Purpose**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively called, the "Act").

**Article IV
Shares**

The Corporation is authorized to issue **5,000 shares** of common stock, with a **par value of \$1.00** per share.

**Article V
Registered Agent**

The name and street address of the initial registered agent of the Corporation is **Howard R. Scharlin, Esq., 1399 S.W. First Avenue, 4th Floor, Miami, Florida 33130.**

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**Article VI
Board of Directors**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as prescribed by the by-laws, but shall never be less than one (1). The directors of this corporation are:

David Michael Scharlin
7550 S.W. 57th Avenue, Suite 211
South Miami, Florida 33143.

Randall C. Fisher
7550 S.W. 57th Avenue, Suite 211
South Miami, Florida 33143.

**Article VII
Incorporator**

The name and address of the Incorporator is **David Michael Scharlin**, 7550 S.W. 57th Avenue, Suite 211, South Miami, Florida 33143.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

 H2 5/17/01
Signature/Registered Agent Date

 MS 5/17/01
Signature/Incorporator Date

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