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2001 AUG - 8 PM 1:56

SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 18, 2001

Department of State
Corporate Records/Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

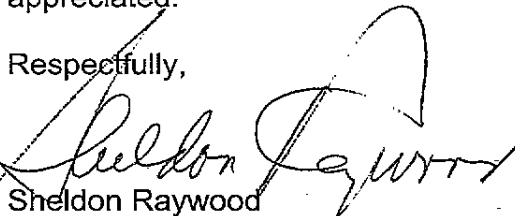
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*****78.75 *****78.75

Dear Secretary of State:

Enclosed please find one original and one copy of the Articles of Incorporation of:
Denims For Less, Inc.

Also please find a check made payable to the Secretary of State in the amount of \$78.75 which includes the statutory filing fee and certified copy. Your assistance in establishing the corporation to be known as: Denims For Less, Inc., is appreciated.

Respectfully,


Sheldon Raywood

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

Denims For Less, Inc.

ARTICLE ONE:

The name of the corporation is: Denims For Less, Inc.

ARTICLE TWO:

The period of its duration is perpetual.

ARTICLE THREE:

The purpose for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR:

The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) of the par value of one dollar (\$1.00) each.

ARTICLE FIVE:

The corporation will not commence business until it has received for the issuance of shares, consideration of the value of \$500. 00 consisting of money, labor done or property actually received.

ARTICLE SIX:

The street address of its initial registered office is: 2900 W. Sample Road, #2409, Pompano Beach, FL 33073, and the name of its initial registered

Name Mailing Address
Sheldon Raywood 2900 W. Sample Road, #2409, Pompano Bch, Fl 33073

ARTICLE EIGHT:

The Board of Directors is empowered to make, alter or repeal the By-laws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE:

The name and address of each incorporator is:

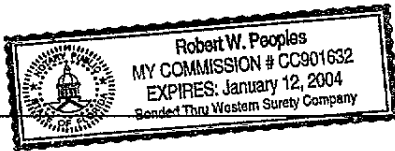
Name Mailing Address
Sheldon Raywood 2900 W. Sample Road, #²³³⁹~~2409~~, Pompano Bch, Fl 33073

ARTICLE TEN:

The powers of the incorporators cease upon filing of the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of

Incorporation this 6th day of August 2001.



(SEAL)

STATE OF FLORIDA)
COUNTY OF Broward) SS

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

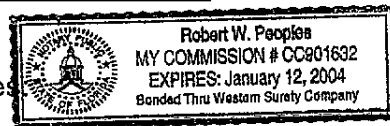
Name Sheldon RAYWOLD *Sheldon Raywold*

Known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he/she/they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have affixed my hand and seal, in the State and County aforesaid, this 6th day of August 2001.

Robert W. Peoples
(Notary Public, State of Florida at Large)

My commission expires



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CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF REGISTERED AGENT

OF

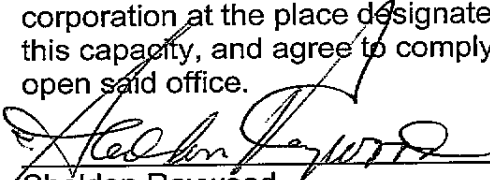
Denims For Less, Inc.

Pursuant to Florida Section 48.091 and 607.034 the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 2900 W. Sample Road, #2400, Pompano Beach, Fl 33073 has named Sheldon Raywood located at the aforesaid address, as its Registered Agent to accept service of process within this state. (This is also the corporation's principal address.)

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Sheldon Raywood