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** Also Admitted in California and Utah
*** Also Admitted in New York and Connecticut
**** Also Admitted in Washington D.C.

August 28, 2001

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-08/31/01--01035--006
*****78.75 *****78.75

Secretary of State
Corporations Division
409 E. Gaines Street
Tallahassee, Florida 32310

Re: UNION PRIDE WORK APPAREL, INC.

Gentlemen:

Please find enclosed an original and one copy of the properly executed Articles of Incorporation for the above referenced corporation along with my trust account check in the amount of \$78.75 to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	35.00
TOTAL	\$ 78.75

Please return a certified copy of the Certificate of Incorporation using the enclosed pre-addressed stamped envelope.

Thank you for your cooperation in this matter.

Very truly yours,

KENNETH M. JONES

KMJ/lis
Encl.

FILED
01 AUG 31 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FL 32310

9-5-01
WC

**ARTICLES OF INCORPORATION
OF
UNION PRIDE WORK APPAREL, INC.**

FILED
01 AUG 31 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, hereby subscribed to the following document for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I.

The name of the corporation shall be Union Pride Apparel, Inc.

ARTICLE II.

The street address of the initial principal office of this corporation is 300 NW 70th Avenue, Suite 106, Plantation, FL 33317 and the name and address of the initial registered agent of this corporation is Ted Massinello.

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE III.

The nature of the business or purpose to be conducted or promoted are any such activities as are lawful and for which corporations may be organized under the general corporation law of Florida; provided, however, the powers, rights and privileges provided in this certificate are not to be deemed to be in limitation of similar, other, or additional powers, rights and privileges granted or permitted to this corporation by the general corporation law of this state under which this corporation by virtue hereof becomes deemed to be incorporated it being intended that this corporation shall be authorized to have and shall have the powers, rights and privileges granted to or permitted to corporations by such statute.

ARTICLE IV.

The total authorized capital stock of this corporation shall consist of 10,000 shares at ONE DOLLAR (\$1.00) per share par value, which shall be common stock. The Board of Directors may, from time to time, fix a consideration for which shares may be issued and sold.

ARTICLE V.

The amount of capital which this corporation shall commence business with shall not be less than \$500.00.

ARTICLE VI.

The corporation shall have perpetual existence.

ARTICLE VII.

The business of this corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) and no more than five (5) directors.

The officers of this corporation shall be a President, Vice-President and Secretary, and such other officers as may be set forth in the By-Laws.

ARTICLE VIII.

The name and address for the members of the first Board of Directors, who shall hold office from the organization of this corporation to the first annual meeting thereof, or until their successors are elected and have qualified, is as follows:

Ted Massinello 300 NW 70th Avenue, Suite 106
Plantation, Florida 33317

ARTICLE IX.

The following shall hold office named until his successor shall be regularly elected and qualified:

President Ted Massinello 300 NW 70th Avenue, Suite 106
Plantation, Florida 33317

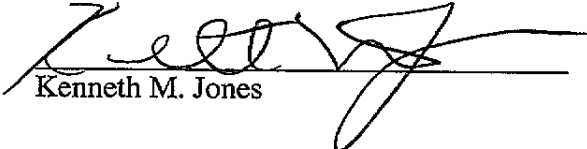
ARTICLE X.

The name and address of the subscriber is: Ted Massinello, 300 NW 70th Avenue, Suite 106, Plantation, Florida 33317.

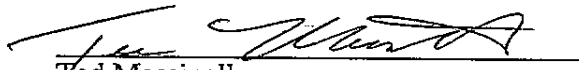
ARTICLE XI.

The corporation hereby designates Kenneth M. Jones, Moody, Jones, Montefusco & Krause, P.A., 1333 S. University Drive, Plantation, Florida 33324 as Registered Agent for service of process.

Said registered agent having been named to accept service of process for the corporations agrees to act in this capacity and agrees to comply with the provisions of Florida Statute 48.901 relative thereto.


Kenneth M. Jones


I, THE UNDERSIGNED, being the subscriber of the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 28th day of August, 2001.


Ted Massinello

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared Ted Massinello, who is to me well known to be the person(s) who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed the same freely and voluntarily and for the purposes herein stated, and I relied upon the following form(s) of identification of the above-named person(s): FL. Driver's Licence and that an oath was not taken.

725481542342-0
WITNESS my hand and official seal at Plantation, at Broward County, Florida, this 28th day of August, 2001.


NOTARY PUBLIC

MY COMMISSION EXPIRES:



Lucelania Soto
Commission # CC944070
Expires June 11, 2004
Bonded Thru
Atlantic Bonding Co., Inc.