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Florida Department of State  
Division of Corporations  
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To:  
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Fax Number : (850) 205-0381

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

## FLORIDA PROFIT CORPORATION OR P.A.

Toddsweat Management, Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION  
OF  
TODDSWEAR MANAGEMENT, INC.

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TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

Article I. Corporate Name.

The name of this Corporation is:

TODDSWEAR MANAGEMENT, INC.

Article II. Mailing Address of Corporation.

The mailing address of this Corporation is 5700 S.W. 45<sup>th</sup> Terrace, Miami, Florida 33155.

Article III. Capital Stock.

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Million (1,000,000) shares of common stock having a par value of \$.001 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

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H01000121656

**Article IV. Term of Existence.**

This Corporation shall have perpetual existence.

**Article V. Initial Registered Office and Registered Agent.**

The Corporation's initial registered agent shall be Todd Swearingen and the street address of the initial registered office of this Corporation in the State of Florida is 5700 S.W. 45<sup>th</sup> Terrace, Miami, Florida 33155.

**Article VI. Board of Directors.**

This Corporation shall have no directors initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws.

**Article VII. Incorporator.**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Roland Sanchez-Medina Jr., Esq., 201 S. Biscayne Boulevard, 22nd Floor, Miami, Florida 33131.

**Article VIII. Amendment.**

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

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H01000121656

**Article IX. Indemnification.**

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of this 6th day of December, 2001.

  
Roland Sanchez-Medina, Jr., Incorporator

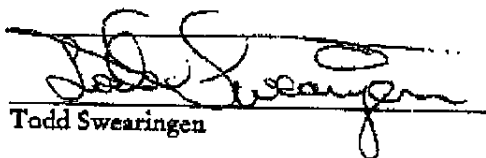
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H01000121658

**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT  
UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida  
Statutes:

Having been appointed registered agent of ToddSwear Management, Inc. in its Articles  
of Incorporation, at the place designated in such Articles of Incorporation, the undersigned  
hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the  
obligations of such position.

  
Todd Swearingen

Dated: December 6, 2001

MIA 192451-3.009700.0021

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