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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

STAR SWIMWEAR, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

STAR SWIMWEAR, INC.

FILED P.02/03
2002 MAR 27 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this Corporation is **STAR SWIMWEAR, INC.**

ARTICLE II
DURATION

This Corporation shall have perpetual existence. The effective date of this Corporation shall be the date of filing of these Articles.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase

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his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 633 Southeast Third Avenue, Suite 4F, Fort Lauderdale, Florida 33301.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director(s) of this Corporation is:

<u>Name</u>	<u>Address</u>
Nanci Mazzella	8840-C SW 19th Court Boca Raton, Florida 33433

ARTICLE VIII
INCORPORATORS

The name and address of the person(s) signing these Articles are:

<u>Name</u>	<u>Address</u>
Nanci Mazzella	8840-C SW 19th Court Boca Raton, Florida 33433

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or

director to the full extent permitted by law.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI
INITIAL OFFICERS

The names, offices and street addresses of the first officers of this corporation, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Nanci Mazzella	President	8840-C SW 19th Court Boca Raton, Florida 33433

ARTICLE XII
MANAGEMENT

The corporation shall be managed by the Board of Directors which shall exercise all powers conferred under the laws of the State of Florida, including without limitation the power:

SECTION A: To hold meetings, to have one or more offices, and to keep the books of the corporation, except as otherwise expressly provided by law, at such places,

whether within or without the State of Florida, as may from time to time be designated by the Board.

SECTION B: To make, alter, and repeal By-Laws of the corporation, subject to the reserved power of the stockholders to make, alter and repeal By-Laws.

SECTION C: To determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, record, book or document of the corporation, except as conferred by the law of the State of Florida or as authorized by the Board.

SECTION D: To declare and pay dividends upon the shares of capital stock of the corporation either out of net assets in excess of liabilities including capital and of such net earnings, all in accordance with the provisions of the laws of the State of Florida.

SECTION E: To fix and determine from time to time, an amount to be set apart out of any of the funds of the corporation available for dividends, a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

SECTION F: To make any lawful disposition of any paid in or capital surplus, or create any reserves out of the same, or charge to the same organizational expenses or other similar expenses properly chargeable to the capital account.

SECTION G: To use or apply any funds of the corporation, lawfully available therefor, for the purchase or acquisition of shares of the capital stock or bonds or other

securities of the corporation, in the market or otherwise, at such prices as may be fixed by the Board, and to such extent and in such manner and for such purposes and upon such terms as the Board may deem expedient and as may be permitted by law.

SECTION H: From time to time in such manner and upon such terms and conditions as may be determined by the Board, to provide and carry out and recall, abolish, revise, alter, or change, one or more plan or plans, for:

(1) The issue or the purchase and sale of its capital stock or granting of options therefor to any or all of the employees, officers, or directors of the corporation, or of any subsidiaries, and the payment of such stock in installments or at one time, with or without the right to vote thereof pending payment therefor in full, and for aiding any such persons in paying for such stock by contributions, compensation for services, or otherwise;

(2) The participation by any or all of the employees, officers or directors of the corporation, or of any subsidiaries in the profits of the corporation or of any branch, division or subsidiary thereof, as part of the corporation's legitimate expenses; and,

(3) The furnishings of any or all of the employees, officers or directors of the corporation, or of any subsidiaries, at the expense, wholly or in part, of the corporation, of insurance against accident, sickness or death, pensions during old age, disability or unemployment, or retirement benefits.

SECTION I: From time to time to authorize and issue obligations of the corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions

as to redeemability, subordination, convertibility, or otherwise and with such maturities, as the Board in its sole discretion may determine, and to authorize the mortgaging of, granting a security interest in, or pledging of, as security therefor, any part or all of the property of the corporation, real or personal, including after acquired property.

ARTICLE XIII
TRANSACTIONS WITH RELATED PARTIES

1. No contract or other transaction between a corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a votes or written consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorized, approve or ratify such contract or transactions by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board or a committee for the Board.

2. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which approves or ratifies such contract, or transaction.


ARTICLE XIV
CUMULATIVE VOTING

Cumulative voting may be permitted by the terms of the By-Laws.

ARTICLE XV
INDEBTEDNESS

The highest amount of indebtedness or liability to which this corporation may at any time subject itself to is unlimited.

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation this 21st day of March 2002.


NANCI MAZZELLA
Subscriber

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED:**

In pursuance of Section 481.91 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said Sections.

STAR SWIMWEAR, INC., desiring to organize under the laws of the State of Florida, designates as its agent to accept service of process within this State, **PETER MINEO, JR.**, with its agent's office as indicated in the Certificate of Incorporation, at the City of Fort Lauderdale.

ACKNOWLEDGMENT:

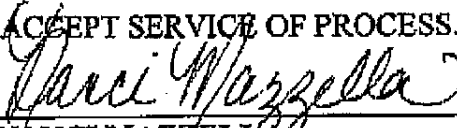
Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.



PETER MINEO, JR.
Registered Agent

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED:

STAR SWIMWEAR, INC., WITH ITS PLACE OF BUSINESS AT 8840-C SW 19TH COURT, BOCA RATON, FLORIDA 33433 HAS NAMED **PETER MINEO, JR.** LOCATED AT 633 Southeast Third Avenue, Suite 4F, Trial Lawyers Building, Fort Lauderdale, Florida 33301 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.



NANCY MAZZELLA
Organization Officer

Date: 3/25/02**ACKNOWLEDGMENT:**

For the above-stated business organization at the place designated in this certificate I hereby agree to act in this capacity, and I further agree to comply with the provisions and all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.



PETER MINEO, JR.
Registered AgentDate: 3/25/02

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared **ANTHONY AMICO and PETER MINEO, JR.**, known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
in the State and County aforesaid, this 9th day of August, 1999.

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Lisa Stone-Mineo

**NOTARY PUBLIC
STATE OF FLORIDA**

My Commission Expires:



Lisa Stone-Mineo
Commission # CC 934544
Expires June 18, 2004
Bonded Through
Atlantic Bonding Co., Inc.

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