

*P02000036948*  
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March 26, 2002

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-03/29/02--01056--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

**FILED**  
**02 MAR 29 PM 2:58**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for:  
**MANTHREADS, INC.**, along with total filing fees of \$70.00.

Please file and provide a filed copy to me, together with any other information you commonly provide to new incorporators at the address above. Please contact me at the above address if you require anything further. My daytime telephone number is (305) 295-9909.

Sincerely yours,

*Mary A. Scheuhing*  
Mary A. Scheuhing  
Attorney at Law

/jmc  
Enclosures

Check # 1002 Enclosed for \$70.00

*AB4/4*

**ARTICLES OF INCORPORATION  
FLORIDA STOCK CORPORATION**

**FILED**  
**02 MAR 29 PM 2:58**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), the undersigned would state:

**ARTICLE I NAME**

The name of the corporation shall be:

**MANTHREADS, INC.**

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**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/mailing address is:

**701 Duval Street, Key West, Florida 33040.**

The Board of Directors may from time to time designate such other post office address and place for the principal office.

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**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is for retail clothing.

The general character of the business to be transacted by this corporation is:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
3. This corporation shall have perpetual existence

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**ARTICLE IV SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) of common stock, each share having the par value of \$0.00. Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the board of Directors, of this corporation at any regular or special meeting.

The amount of capital with which this corporation shall begin business is ONE THOUSAND (\$1,000.00) DOLLARS.

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#### ARTICLE V INITIAL OFFICERS/DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

NAME

ADDRESS

**PHILIP CARY ANDERTON**

**701 Duval Street  
Key West, Florida 33040**

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#### ARTICLE VI REGISTERED AGENT

The corporation registered office shall be: c/o Philip Cary Anderton, 701 Duval Street, Key West, Florida 33040. The Board of Directors may from time to time designate such other post office address and place for the principal office of its corporation as it may see fit.

Philip Cary Anderson shall be registered or resident agent of this corporation and his address is: 701 Duval Street, Key West, Florida 33040.

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#### ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Philip Cary Anderton

701 Duval Street

Key West, Florida 33040

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#### ARTICLE VIII

Other provisions:

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of Directors, proposed by him to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled

to vote thereon, unless all of the directors and all the stockholders sign a written statement manifesting their intention, that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26<sup>th</sup> day of March, 2002.

Janet M. Carbone

3/24/02

Date:

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*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Philip Cary Anderson

Signature/Registered Agent

3/26/02

Date:

02 MAR 29 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED