

P020000041261

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000086566 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

tsf holdings, inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

FILED
02 APR 16 AM 9:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Bm 4/17

H 02000086566

(6)

ARTICLES OF INCORPORATION

OF

TSF HOLDINGS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:

TSF HOLDINGS, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business is:

The business of manufacturing and sale of sportswear together with all other necessary purposes related thereto, and further, to conduct any other business authorized by the Board of Directors and the laws of the State of Florida.

FILED
02 APR 16 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 50 million shares - common stock - no par value

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by
Timothy L. Bailey, Esq.(F.L.B. 281662)
2335 E. Atlantic Blvd., Pompano Beach, FL 33062
954-941-4920

H 02000086566

ARTICLE V - CORPORATE ADDRESS and REGISTERED AGENT

The initial post office address of the principal office of this corporation in the State of Florida is:

**4201 NE 12 Terrace
Fort Lauderdale, Florida 33334**

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

The initial Resident Agent of this corporation is:

JAMES O'BRYAN

ARTICLE VI - DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS

The name and post office address of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
JAMES O'BRYAN	4201 NE 12 Terrace Fort Lauderdale, FL 33334
FRED CARY	4201 NE 12 Terrace Fort Lauderdale, FL 33334

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation and the number of shares of stock each agrees to take are:

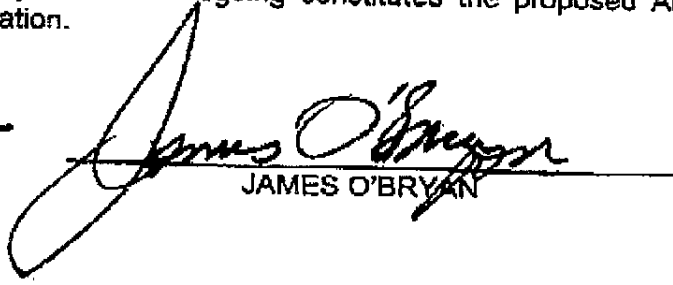
<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
JAMES O'BRYAN	4201 NE 12 Terrace Fort Lauderdale, FL 33301	13 million

ARTICLE X - AMENDMENT

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 them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation for said corporation.

WITNESSES:


JAMES O'BRYAN

STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JAMES O'BRYAN to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal, this 16TH day of April 2002


NOTARY PUBLIC State of Florida

My Commission Expires:



Judith Somers-Hartzell
My Commission ID0007606
Expires April 04, 2006

H 02000086566

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 Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First...That TSF HOLDINGS, INC. ,desiring to organize under the laws of the State of Florida within its principal office, as indicated in the Articles of Incorporation, at the City of Fort Lauderdale, County of Broward, State of Florida, names JAMES O'BRYAN, 4201 NE 12 TERRACE, Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 provision of said Act relative to keeping open said office.


JAMES O'BRYAN
Registered Agent**H** 02000086566

FILED
02 APR 16 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA