

P02000052327

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.

((H02000137147 3)))

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2002 MAY 10 AM 9:23

FILED

FLORIDA PROFIT CORPORATION OR P.A.

clothes-outs, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

05-13-02
3

ARTICLES OF INCORPORATION

402000137147 OF

CLOTHES-OUTS, INC.

Article I

Name

The name of the corporation is CLOTHES-OUTS, INC.

Article II

Duration

This corporation shall have perpetual existence.

Article III

Purpose

The corporation is formed for the following purposes:

- (a) To engage in the specific business of specific business of wholesale & retail clothing sales.
- (b) To carry on any other lawful activity permitted by The Florida General Corporation Act.

Article IV

Capital Stock

This corporation is authorized to issue 1,000 shares, consisting of one class only, designated as "Common Stock", no par value. Each issued and outstanding share shall be entitled to one vote.

PETER W. METTLER, ESQ.
140 ROYAL PALM WAY
SUITE 202
PALM BEACH, FL 33480
561/832-7600
FLA. BAR NO. 163862

402000137147

FILED

2002 MAY 10 AM 9:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article V

Initial Registered Office and Agent

The street address and the initial principal office of this corporation is 257 East Lakewood Road, West Palm Beach, FL 33401. The initial registered agent shall be Peter W. Mettler, Esq., 140 Royal Palm Way, #202, Palm Beach, FL 33480.

Article VI

Initial Board of Directors and Officers

This corporation shall have one director 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 officers and director of this corporation is:

Initial Officers and Director

George P. Zimmermann
257 East Lakewood Road
West Palm Beach, FL 33401

President/Secretary/Director

Article VII

Incorporator

The name and address of the person signing these Articles is:

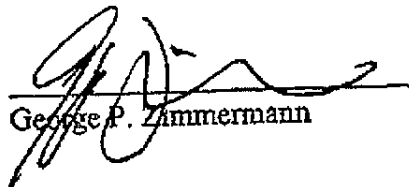
George P. Zimmermann
257 East Lakewood Road
West Palm Beach, FL 33401

Article VIII

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of MAY, 2002.


George P. Zimmermann

STATE OF FLORIDA

COUNTY OF PALM BEACH

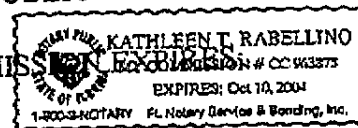
BEFORE ME, the undersigned authority, personally appeared Greg E. Zimmerman known to me and known by me to be the person described in and who subscribed to the above Articles of Incorporation and he acknowledged before me that he executed the same Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county set forth above, this
10 day of MAY, 2002.

(SEAL)

Kathleen T. Rabellino
NOTARY PUBLIC

MY COMMISSION EXPIRES



H02000137147

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: CLOTHES-OUTS, INC.
2. The name and address of the registered agent and office is:

PETER W. METTLER
140 ROYAL PALM WAY, #202
PALM BEACH, FLORIDA 33480

FILED
2002 MAY 10 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

SIGNATURE P. W. Mettler

DATE 5/9/02

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CR2EO13(6/92)

H02000137147