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REFERENCE : 585741 7178260

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

FILED
2002 MAY 17 AM 11:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : May 17, 2002

ORDER TIME : 2:06 PM

ORDER NO. : 585741-005

CUSTOMER NO: 7178260

CUSTOMER: Angela Saporito, Legal Asst
Atlantic Petroleum Corporation

2751 West Atlantic Boulevard
Suite #4
Pompano Beach, FL 33069

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TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: DESIGNS BY DANA, INC.

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

JS
5/20/02

ARTICLES OF INCORPORATION
OF
DESIGNS BY DANA, INC.

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TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be:

DESIGNS BY DANA, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

A. The total authorized capital stock of this Corporation is **One Hundred (100)** shares of Common Stock, no par value per share.

B. 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 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 IV **TERM OF EXISTENCE**

This Corporation shall exist perpetually.

ARTICLE V **ADDRESS OF PRINCIPAL OFFICE IN THIS STATE**

The initial street address of the principal office of this Corporation in the State of Florida is **4000 NW 74th Street, Coconut Creek, FL 33073**. The mailing address of this corporation shall be **4000 NW 74th Street, Coconut Creek, FL 33073**. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI **NUMBER OF DIRECTORS**

This Corporation shall have not less than one (1) Director.

ARTICLE VII **FIRST BOARD OF DIRECTORS**

The names and street addresses of the initial members of the Board of

Directors are:

Name: Dana Waldman
Address: 4000 NW 74th Street
Coconut Creek, FL 33073
Title: President, Secretary

ARTICLE VIII **INCORPORATOR**

The name and street address of the incorporator to these Articles, as well as the person signing these Articles of Incorporation is **Dana Waldman**.

ARTICLE IX **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is **2751 West Atlantic Boulevard, Pompano Beach, Florida 33069**, and the name of the initial registered agent of this Corporation at that address is **James W. Waldman, P.A.**. Pursuant to the Florida Statute 607.0501(3) a written acceptance is attached.

ARTICLE X **POWERS**

The corporation shall have all the powers enumerated in the Florida Business Corporation Act.

ARTICLE XI
INDEMNIFICATION

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XII
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XIII
BY-LAWS

The By-Laws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors may not amend or repeal any By-Law adopted by shareholders if the shareholders specifically provide such By-Law is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of May, 2002.


DANA WALDMAN

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 14th day of May, 2002 Dana Waldman as incorporator to these Articles, who is personally

known to me or who has produced a **driver's license** as identification and who did take an oath.

My Commission Expires:

Angela Saporito
NOTARY PUBLIC, State of Florida

[SEAL]



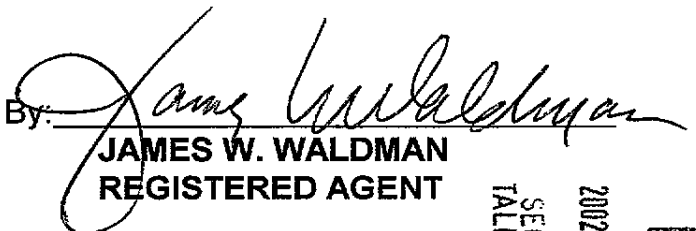
**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

PURSUANT TO THE PROVISIONS OF SECTION 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/AGENT, IN THE STATE OF FLORIDA:

DESIGNS BY DANA, INC., a corporation being organized under the laws of the State of Florida, designates as its registered office **2751 West Atlantic Boulevard, Pompano Beach, Florida 33069**, and has named **James W. Waldman, P.A.**, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named registered agent and to accept service of process for **DESIGNS BY DANA, INC.** at the place designated in this Certificate, I hereby accept the appointment and agree to act in such 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. In compliance with Section 48.091, Florida Statutes, I agree to comply with the provisions of said Act with respect to keeping such office open.

By: 
JAMES W. WALDMAN
REGISTERED AGENT

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