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Peter Makris
2110 Drew Street
Clearwater, FL 33765

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6/14/02

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
02 JUN 18 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

I am enclosing the Articles of Incorporation and the Certificate Designating Registered Agent / Registered Office. Also enclosed are the applicable fees for the Department of State. Please file the Articles of Incorporation as soon as possible and return the articles back to the address below:

Peter Makris
2110 Drew Street
Clearwater, FL 33765

If there are any questions, or you are having problems filing the Articles, please call me at (727) 446-0000.

Very Truly Yours,

Peter Makris CPA

Peter Makris

6/19/02
[Signature]

ARTICLES OF INCORPORATION
OF
BETTER APPAREL COLLECTION, INC.

FILED
02 JUN 18 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

BETTER APPAREL COLLECTION, INC..

The principal place of business of this corporation shall be:

**15485 DEER PATH DRIVE
SPRING HILL, FL 34604**

The mailing address of this corporation shall be:

**15485 DEER PATH DRIVE
SPRING HILL, FL 34604**

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all-lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock have \$1.00 per value per share.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

This corporation is to have one director and one officer, initially. The name and street address of the initial director and officer who shall hold office for the first year of the corporation's existence, or until his successor is elected or appointed is:

***JEAN K. ALDRIDGE
PRESIDENT***

***15485 DEER PATH DRIVE
SPRING HILL , FL 34604***

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to the Articles of Incorporation is:

JEAN K. ALDRIDGE

***15485 DEER PATH DRIVE
SPRING HILL, FL 34604***

IN WITNESS WHEREOF, the under signed incorporator has executed these Articles of Incorporation this 11 day of June, 2002.

Signature of Incorporator

Jean K. Aldridge
Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS Hillsborough

THE FOREGOING instrument was acknowledged and sworn to before me this 11th day of June, 2002, by Jean K. Aldridge of Better Apparel Collection, Inc.

Notary Public



Gilberto T Bolanos
My Commission CC993855
Expires January 15, 2005

Gilberto T. Bolanos

CERTIFICATE DESIGNATING
REGISTERED AGENT / REGISTERED OFFICE

FILED
02 JUN 18 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 607.325, 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:**

BETTER APPAREL COLLECTION, INC.

- 2. The name and address of the registered agent and office is:**

Name: JEAN K. ALDRIDGE

Address: 15485 DEER PATH DRIVE

City: SPRING HILL, State: FL Zip Code: 34604

SIGNATURE: Jean K. Aldridge
TITLE: PRESIDENT
DATE: June 10, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF 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.

SIGNATURE: Jean K. Aldridge
DATE: June 10, 2002