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## FLORIDA PROFIT CORPORATION OR P.A.

sobe wear, inc.

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ARTICLES OF INCORPORATION  
OF  
SOBE WEAR, INC.

⑦

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I, the undersigned, being of legal age, do hereby present these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida, authorizing the formation of corporations.

ARTICLE I  
NAME/ADDRESS

The name of the corporation shall be: **SOBE WEAR, INC.** The principal address is:

1001 PENNSYLVANIA AVENUE; APT. # 1.  
MIAMI BEACH, FLORIDA 33139

ARTICLE II  
DURATION

The corporation shall have perpetual existence.

ARTICLE III  
PURPOSE

The purposes for which the corporation has been formed are any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE IV  
CAPITAL STOCK

The corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated "Common Shares".

The Law Office of Jennifer D. Winokur  
930 Washington Avenue, Suite 205, Miami Beach, Florida 33139 \* (305) 673-2425

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**ARTICLE V**  
**RIGHT OF SHARES OF CAPITAL STOCK**

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, to be voted cumulatively.

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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI**

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE VII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial Registered Agent and Registered Office of the Corporation is:

Jennifer Winokur, Esquire  
930 Washington Avenue, Suite # 205  
Miami Beach, Florida 33139

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The Law Office of Jennifer D. Winokur  
930 Washington Avenue, Suite 205, Miami Beach, Florida 33139 \* (305) 673-2425

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have 2 Director(s) initially. The number of director(s) may be either increased or diminished from time to time by the by-laws but shall never be less than one.

The name and addresses of the initial Director(s) of this corporation and their respective offices are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Ana Rebeca Roman	President	1001 Pennsylvania Ave., #1 Miami Beach, Fl 33139
Anil K. Kohli	Vice-President	1001 Pennsylvania Ave., #1 Miami Beach, Fl 33139

**ARTICLE IX**

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing shall be affected or invalidated by the fact that any director of this corporation is party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation which he may anyway be interested. Any director of this may vote upon any contract or other transaction between

the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

**ARTICLE X**  
**ELECTION OF S-CORPORATION**

This corporation shall, in its' by-laws, allow for qualification for the Stockholder's Consent to election under Internal Revenue Code in re sub-chapter S, Section 1372, and Section 1244.

**ARTICLE XI**  
**BYLAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XII**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former director or officer, to the fully extent permitted by law.

**ARTICLE XIII**  
**AMENDMENT**

These Articles of Incorporation may be altered or amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

**ARTICLE XIV**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

Corporate existence shall be deemed to commence on the date of filing these articles.

**ARTICLE XV**  
**INCORPORATOR**

The name and address of the person(s) signing these Articles of Incorporation is/are:

Ana Rebeca Roman 1001 Pennsylvania Avenue, # 1, Mia. Bch, FI 33139  
Anil K. Kohli 1001 Pennsylvania Avenue, #1, Mia. Bch, FI 33139


IN WITNESS WHEREOF, the undersigned subscriber(s) has/have executed these Articles of Incorporation this 16<sup>th</sup> day of August, 2002

x Ana R. Roman A. P  
Signature of: ANA R. ROMAN

x Anil K. Kohli  
Signature of: ANIL K. KOHLI

STATE OF FLORIDA )  
COUNTY OF DADE ) ss

The foregoing instrument was sworn to and subscribed before me this 16<sup>th</sup> day of August, 2002 by ANA REBECA ROMAN and ANIL K. KOHLI who is/are personally known to me ( ) or who produced driver's license(s) ( ) / passport(s) ( ) as identification and who did take an oath. FL 2550-016-62-969-0  
FL 2550-011-50-425-0

My commission expires Jan. 12, 2003  
 Jennifer Winokur  
Commission # CC94015  
Expires Jan. 12, 2003  
Boschert Thru  
Atlantic Bonding Co., Inc.  
Notary Public - State of Florida

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Articles of Incorporation  
SOBE WEAR, INC.**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE MADE.**

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

FIRST - That desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade County, State of Florida, designates JENNIFER WINOKUR, ESQUIRE, 930 Washington Avenue, Suite 205, Miami Beach, Florida 33139, as its Agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named corporation, at this place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

*Jennifer Winokur*  
JENNIFER WINOKUR, ESQUIRE  
Registered Agent

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TALLAHASSEE, FLORIDA

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