

P02000094072

EFFECTIVE DATE

8-29-02

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. Wayne Olivie GAVE

B. WAYNE OLIVIE

ATTORNEY AT LAW

P. O. Box 332189

MIAMI, FLORIDA 33233-2189

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AUTHORIZATION BY PHONE TO

CORRECT ART. 2 - commencement Date

DATE 8-29-02

DOC. EXAM. jlove

23rd August 2002

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

TELEPHONE 305-854-2601

FACSIMILE 305-669-9619

Re: Incorporation of: ClubWear, Inc.
Existence begins: 09 August 2002

100007384671--8

-08/28/02--01017--003

*****78.75 *****78.75

Gentlemen:

Enclosed please find two originally-executed copies of the Articles of Incorporation of ClubWear, Inc., a Florida corporation. Also enclosed is our check in the amount of \$78.75 in payment of the following:

1. Filing fee	-70.00
3. Certificate of Status	8.75

Total	<u>\$78.75</u>

In connection with the enclosed Articles of Incorporation, please note the following:

- a. Corporate existence is intended to begin on 09 August 2002, as specified in Article Two of the corporate charter. Please use this date even if the documents need to be returned to us for revision.
- b. The incorporator and the registered agent are the same, and therefore the execution of the charter by the incorporator is also intended to be the consent of the designated registered agent.

If any of these enclosures is not in order, or if you have any questions of any nature, **please do not** return these documents to us by mail. Instead, to avoid delays, we would like to discuss such matters with your staff, by telephone; and this letter will evidence our consent to your altering our documents in accordance with such conversations. Therefore, if there should be any difficulties, please call me, **collect**.

However, if you do need to return these documents, we request, pursuant to Florida Statutes §607.0123, that the effective date of these documents shall be the filing date that would have applied had the original documents been acceptable as originally filed.

jlove 8-29
⑦

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TALLAHASSEE, FLORIDA

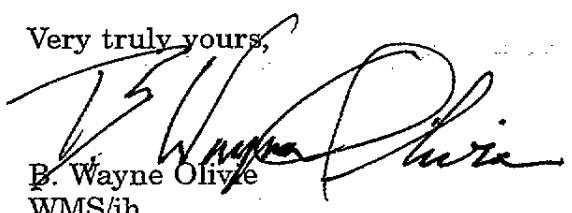
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If the enclosures are in order, would you please do the following:

1. File one copy of the Articles in your records.
2. Stamp the second copy of the Articles to indicate the date when it was received and filed in your office. Please do this in the margin of each page.
3. Return the second copy of the Articles to this office, together with a receipt for payment of your fees.
4. In your receipt, please state the date when corporate existence commences; and also please indicate the charter number assigned by your office.
5. At the same time, please send a certificate of status to this office.

Thank you in advance for your usual cooperation in this matter.

Very truly yours,


B. Wayne Olive
WMS/jh
Enclosures

EFFECTIVE DATE
8-29-02

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
of
CLUBWEAR, INC.

These Articles of Incorporation are hereby ordained, established, constituted, and adopted by the undersigned incorporator for the purpose of forming a corporation for profit under Chapter 607 Florida Statutes, the Florida Business Corporation Act.

1. NAME: The name of the corporation created hereby shall be:

ClubWear, Inc.

2. COMMENCEMENT: The date of commencement of corporate existence is at 12:01 A.M., on 29 August 2002.

3. PRINCIPAL OFFICE: The principal office and the mailing address of the corporation shall, initially, be the office of the corporation's registered agent, until such principal office and mailing address shall be changed by the board of directors.

4. INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this corporation and the name of the initial registered agent at that address are:

Maria Nagamura
955 S.W. 2nd Avenue
Suite 304
Miami, Florida 33130

5. INCORPORATOR: The name and address of the incorporator are:

Maria Nagamura
955 S.W. 2nd Avenue
Suite 304
Miami, Florida 33130

6. RESTRICTION: In discharging their duties, directors must give primary consideration to the interests of this corporation and its shareholders. Notwithstanding any contrary provisions in the Florida Business Corporation Act, directors may not take action based primarily upon the alleged social effects of such action on the communities or society in which the corporation or its subsidiaries operate.

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7. SHARES OF CAPITAL STOCK: This corporation is authorized to create and issue shares of capital stock as follows:

- a. CLASS AND DESIGNATION: The stock of this corporation shall consist of one single class of shares, which shall be known as common stock.
- b. NUMBER OF SHARES AUTHORIZED: The maximum number of shares of common stock that this corporation may issue is 1,000.
- c. PAR VALUE: Each share of common stock shall have the par value of One Dollar (US\$1.00).
- d. CONSIDERATION: Consideration for the issuance of shares shall be determined from time to time by the board of directors, and may consist, in whole or in part, of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of this corporation.
- e. NONASSESSABILITY: Shares may not be issued until the full amount of the consideration therefor has been received. When the consideration for which shares are to be issued is received by the corporation, such shares shall be fully paid and nonassessable; provided, however, the board of directors shall have determined that such consideration is adequate. Consideration in the form of a promise to pay money or an agreement to perform services shall be received by the corporation at the time of the making of such promise or agreement, unless such agreement specifically provides otherwise.
- f. VOTING RIGHTS: Each share of common stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the shareholders of the corporation.
- g. CUMULATIVE VOTING: No holder of common stock shall be entitled to any right of cumulative voting.
- h. DIVIDENDS: Record holders of common stock are entitled to receive their pro-rata shares of any dividends that may be declared by the board of directors out of assets legally available for such purpose.
- i. LIQUIDATION RIGHTS: Record holders of common stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata shares of any assets of this corporation remaining after payment of all corporate debts and obligations.

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8. **PREEMPTIVE RIGHTS:** All preemptive or preferential right to purchase shares of every kind are hereby waived by each and every shareholder. No holder of any class of shares of this corporation shall be entitled as of right to purchase or subscribe for any part of the unissued shares of the corporation of any class, or of any additional shares of any class which may be issued as a result of: (a) any increase of the authorized capital shares of the corporation; or (b) any issuance of bonds, certificates of indebtedness, debentures, or other securities convertible into, or carrying the right to purchase any class of shares of the corporation. Any unissued shares of any class, or any additional authorized issue of new shares, or of securities convertible into, or carrying the right to purchase any class of shares, may be issued and disposed of by the board of directors to such persons, firms, corporations, or associations, and upon such terms, as the board of directors may determine, without offering any thereof, whether on the same terms or on any terms, to those who are then record holders of any class of shares.

9. **STAGGERED TERMS FOR CLASSES OF DIRECTORS:** The initial bylaws of this corporation, or a bylaw subsequently adopted by a vote of the shareholders, may provide that the directors of this corporation shall be divided into not more than three classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times. The term of office of the first class shall expire at the annual meeting next ensuing; of the second class one year thereafter; and of the third class two years thereafter. At each annual election held after such classification and election, directors shall be chosen for a full term, as the case may be, to succeed those whose terms expire. If the directors have staggered terms, then any increase or decrease in the number of directors shall be so apportioned among the classes as to make all classes as nearly equal in number as possible.

10. **BYLAWS:** The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders; however, the shareholders may repeal or change any bylaws adopted by the board of directors, and the shareholders may prescribe in any bylaw made by them that such bylaw may not be altered, amended, or repealed by the board of directors.

11. **INCREASED QUORUM OR VOTING REQUIREMENTS:** The shareholders may adopt, alter, amend, or repeal a bylaw providing for a greater quorum or voting requirement for shareholders than required by law; provided such bylaw change is adopted by the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater. If adopted, such a bylaw may not be altered, amended, or repealed by the board of directors.

12. **INDEMNIFICATION:** The initial bylaws of this corporation, or a bylaw subsequently adopted by a vote of the shareholders, may provide that this corporation shall, to the maximum extent permitted by law, indemnify any person who was or is a party, or who is threatened to be made a party, to any action, suit, or proceeding,

whether civil, criminal, administrative, or investigative (including an action by, or in the right of, the corporation or a shareholder), by reason of the fact that he is or was a director, officer, employee, incorporator, or agent of the corporation, or is or was serving at the request of the corporation in any such capacity for another corporation, or for a partnership, joint venture, trust, or other enterprise.

a. Such person may be indemnified against all expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeals thereof. The corporation may pay such expenses in advance of the final disposition of such proceeding.

b. Such indemnification and advancement of expenses shall be on such terms and conditions as the bylaws may provide; however, no indemnification or advancement of expenses shall be made to anyone if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute: (a) a violation of the criminal law, unless the person had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful; (b) a transaction from which such person derived an improper personal benefit; (c) in the case of a director, an unlawful distribution to shareholders; or (d) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation, or in a proceeding by or in the right of a shareholder.

**EXECUTION BY INCORPORATOR
AND
AGREEMENT TO SERVE AS REGISTERED AGENT**

IN WITNESS WHEREOF, the undersigned incorporator has caused these Articles of Incorporation to be executed and delivered to the Department of State for filing.

The undersigned incorporator hereby consents to being designated as this corporation's initial registered agent, and states that it is familiar with, and hereby accepts the obligations of that position.

Date: _____

8/16/2002

.....
Maria Nagamura

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT OF INCORPORATOR

STATE OF FLORIDA)

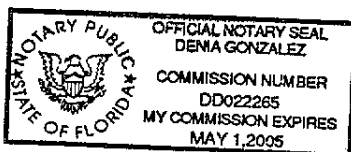
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 8/16/2002 (date)

by Maria Nagamura, who is personally known to me or who
(name of person acknowledging)

has produced FD-FL N256-558-78-621-0 as identification.
(type of identification)

[Stamped Official Notary Seal]



Signature [Handwritten Signature]

Printed Name _____

Notary Public, State of Florida

Commission N^o _____

Expiration Date _____

(Type or print information if not included in notary seal)

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TALLAHASSEE, FLORIDA
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