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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT 28 PM 1:16

T. SMITH OCT 29 2002

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October 11, 2002

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Attn: Filing section


Re: HOLLYWEAR INTERNATIONAL, INC.

Dear Secretary of State:

Enclosed please find original and original copy of Articles of Incorporation, together with check in the amount of \$78.75 for filing fee.

Thank you for your attention to this matter and if you should have any questions, please contact me.

Sincerely,


Janet M. Richmond
Secretary to Walter E. Foster, III

ARTICLES OF INCORPORATION
OF
HollyWear International, Inc.,

02 OCT 28 PM 1:16
SECRETARY OF STATE
DIVISION OF CORPORATIONS

I, the undersigned persons do hereby form the above corporation and to that end do hereby certify to the facts hereinafter set forth, as required by law.

I

The name of the proposed corporation shall be:

HollyWear International, Inc.

II

The general nature of the business to be transacted is as follows, to-wit:

1. Primary purpose will be to engage in clothing design and all related activities outside of the United States of America, it's Territories and possessions.

2. To borrow or to raise monies for any of the purposes of the corporation, to issue bonds, notes or other obligations for monies so borrowed and to secure the payments thereof, and of the interest thereon, in whole or in part, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the property of the corporation, real or personal, including contracts and other rights, franchises and privileges and also its income, profits, stocks, bonds and other securities of other corporations, associations, individuals or others, whether at the time owned or thereafter acquired; and to sell or pledge such bond or notes or other obligations of the corporation for its proper corporation

purposes; also to loan or advance money upon mortgaged on real or personal property, or either of them or otherwise so far as shall be necessary or desirable in the conduct of the business of the corporation and not inconsistent with the laws of the State of Florida.

3. To conduct its business in other states, in territories and in foreign countries subject to the laws of such state, district, territory, colony or country.

4. Without in any way limiting the foregoing purpose, it is hereby declared and provided that the corporation shall have power to do any and all acts and things that may be reasonable necessary or appropriate to accomplish the purposes, of any of them, for which the corporation is created, so far as the same shall not be inconsistent with the laws of the State of Florida.

III

The maximum number of shares of stock with which the corporation is authorized to have outstanding at any time shall be Two hundred fifty (250) shares of voting stock to be of no par value. The stock of this corporation shall be and can be paid for in cash or property, real, personal, or mixed or labor of services as full calculation to be fixed by the Board of Directors.

IV

The amount of capital with which the corporation shall begin business is One Thousand and No/100 Dollars (\$1,000.00).

V

The corporation shall have perpetual existence.

VI

The principal place of business is 250 Sayebrook Trail, New Smyrna Beach, Fl 32168. The Registered Agent shall be Walter E. Foster III.

VII

The initial officer of said corporation shall be a President and such other officers and agents as may be deemed necessary. All officers, agents and directors shall be chosen in such a manner and shall hold their offices for such terms and shall have such powers and duties as may be presented by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices except that the President shall not also be the Secretary or an Assistant Secretary of the Corporation.

VIII

The names and Post Office addresses of the subscribers of this Articles of Incorporation are as follows:

Holly Ann Dodge, 250 Sayebrook Trail, New Smyrna Beach, Fl 32168

David Leighton Dodge, 250 Sayebrook Trail, New Smyrna, Fl 32168

IX

Said Corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate in the manner now or hereinafter permitted by law or prescribed by Statutes, and all rights conferred upon the Stockholders.

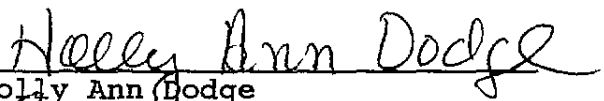
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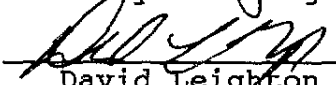
All of the shares of stock of this Corporation are subject to an "Agreement Among Shareholders And With Corporation Restricting Transfer of Shares and Transfer of Authority to Exercise Corporate

Powers" dated August 1, 2002 containing restrictions on the rights of shareholders of the corporation and transferability of the shares of stock of the Corporation. A copy of the Agreement, is on file at the principal office of the Corporation.

"The shares represented by this certificate and any transfer of the shares are subject to all the terms and provisions of an agreement dated August 1, 2002, providing in substance that in the event of a sale of the shares represented by this certificate or in the even of the death of the holder of this certificate, then in either event, the corporation shall have the right of first refusal to purchase the shares as more fully set forth in said agreement. The agreement further provides that without limitation, any authority to exercise the corporate powers or to manage the business and affairs of the corporation, including the resolution of any issues about whether there exists a deadlock among directors or shareholders shall be vested in Holly A. Dodge".

IN WITNESS WHEREOF, I the undersigned, being the original subscriber of these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, do hereby make and file these Articles of Incorporation hereby declaring and certifying that the facts herein are true, and hereunto set my hand and seal this 13 day of October, 2002.


Holly Ann Dodge


David Leighton Dodge

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation were acknowledged before me this 10 day of October, 2002 by Holly Ann Dodge and David Leighton Dodge who are personally known to me or who has produced _____ as identification and who did (did/not) take an oath.

Janet M. Richmond
NOTARY PUBLIC, State

My Commission Expires:



Janet M Richmond
My Commission DD008044
Expires April 20, 2005

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

First, HollyWear International, Inc. , desiring to organize under the laws of the State of Florida with its principle office as indicated in the articles of incorporation in the City of Daytona Beach, County of Volusia, State of Florida has named Walter E. Foster III, Esquire, located at 315 S. Palmetto Ave., Daytona Beach, Volusia County, Florida as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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

By: 

REGISTERED AGENT

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SECRETARY OF STATE
DIVISION OF CORPORATIONS