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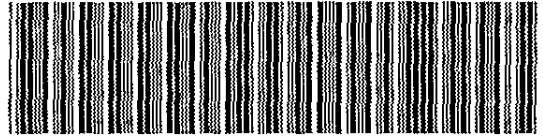
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LAW OFFICES

**MICHAEL WEISS & ASSOCIATES, P.A.**

1401 BRICKELL AVENUE • SUITE 300

MIAMI, FLORIDA 33131

TELEPHONE (305) 358-1500

FAX (305) 358-1921

MICHAEL N. WEISS  
mweiss@weisslawfirm.com

CHRISTINE J. ALDEN \*  
calden@weisslawfirm.com

GINA POLO  
gpolo@weisslawfirm.com

EDWARD BENDIK \*\*  
ebendik@weisslawfirm.com

BOCA RATON OFFICE

5355 TOWN CENTER ROAD

THE PLAZA, SUITE 801

BOCA RATON, FLORIDA 33486

TELEPHONE (561) 393-7400

FAX (561) 368-9274

\* ADMITTED IN TX

\*\* ADMITTED IN NY

December 12, 2002

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

**Re: Incorporation of: FUNDERWEAR USA, INC.**

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for Funderwear USA, Inc. and our check in the sum of \$78.75. Please return one certified copy to our office in the Federal Express envelope provided.

Thank you for your cooperation.

Very truly yours,

MICHAEL WEISS & ASSOCIATES, P.A.

  
Michael N. Weiss

MNW/dmp  
Enclosures  
**Via Federal Express**

ARTICLES OF INCORPORATION  
OF  
FUNDERWEAR USA, INC.

02 DEC 13 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

ARTICLE I

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Corporation and its principal place of business and/or mailing address:

FUNDERWEAR USA, INC.  
C/O MICHAEL WEISS & ASSOCIATES, P.A.  
1401 Brickell Avenue, Suite 300  
Miami, Florida 33131

ARTICLE II

CORPORATE EXISTENCE

The existence of the Corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by the Department of State.

ARTICLE III

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue a maximum of ONE THOUSAND (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of ONE DOLLAR (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

MICHAEL N. WEISS, ESQUIRE  
MICHAEL WEISS & ASSOCIATES, P.A.  
1401 Brickell Avenue, #300  
Miami, Florida 33131

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this Corporation is:

NAME

ADDRESS

MICHAEL N. WEISS, ESQ.

1401 BRICKELL AVENUE, SUITE 300  
MIAMI, FLORIDA 33131

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VII

INCORPORATORS

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

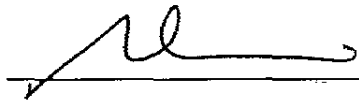
INCORPORATOR

ADDRESS

MICHAEL N. WEISS, ESQ.

1401 BRICKELL AVENUE, SUITE 300  
MIAMI, FLORIDA 33131

The undersigned, being the original subscriber to these Articles of Incorporation, for the purposes of forming a corporation for profit and to do business both within and without the State of Florida, does hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein state are true and accordingly, has hereunto set his hand and seal this 12<sup>th</sup> day of DECEMBER, 2002.



STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF DADE     )

BE IT REMEMBERED, that on this day before me, a Notary Public duly authorized in the State of Florida, County of Dade, to take

acknowledgments, personally appeared MICHAEL N. WEISS, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 12<sup>th</sup> day of December, 2002.

  
\_\_\_\_\_  
Notary Public, State of Florida


My Commission Expires:



**CERTIFICATE DESIGNATING  
REGISTERED AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates MICHAEL N. WEISS, as its Registered Agent to accept service of process within this State.

The undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the State of Florida, and agrees to comply with the provisions of law applicable to said designation.

  
\_\_\_\_\_  
MICHAEL N. WEISS

**FILED**  
02 DEC 13 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA