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FLORIDA PROFIT CORPORATION OR P.A.

bits wear clothing, inc.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 31, 2003

EMPIRE CORPORATE KIT COMPANY

SUBJECT: BITS WEAR CLOTHING, INC.
REF: W03000002737

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BITS WEAR CLOTHING, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the State of Florida.

ARTICLE I

The name of the corporation is BITS WEAR CLOTHING, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III

The corporation is organized for the purposes of Real Estate Investment and any other business.

**ARTICLE IV
CAPITAL STOCK**

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

Prepared by Colin Robinson
ROBINSON & COMPANY
17645 NW 27TH AVE, MIAMI, FL 33056 PHONE: (305) 621-7555/6579

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ARTICLE V

The name of the initial registered agent of this corporation is KENY EUGENE. The street address of the initial registered office of the corporation in the State of Florida is 3892 NW 165 Street OPA LOCKA FL 33054

ARTICLE VI INITIAL BOARD OF DIRECTORS

The corporation shall have one (2) initial director(s). The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial Director are:

KENY EUGENE	3892 NW 165 STREET OPA LOCKA FL 33054
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MARC EUGENE	3892 NW 165 STREET OPA LOCKA FL 33054
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ARTICLE VII INCORPORATION

The name and address of the incorporator of these articles of Incorporation is KENY EUGENE, of 3892 NW 165TH STREET, OPA LOCKA , FL 33054.

ARTICLE VIII BYLAWS

The power to adopt, altar, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 27 day of Jan 2003.


KENY EUGENE

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared KENY EUGENE known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 27 day of Jan 2003.



Juliet A. Allen
Commission # DD 006209
Expires April 13, 2006
Bonded Through
Atlantic Bonding Co., Inc.

gall
NOTARY PUBLIC
State of Florida at Large

My Commission Expires: 4.13.05

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

FIRST that BITS WEAR CLOTHING, INC.
A desiring to organize or qualify under the laws of the
State of Florida with its principal place of business at 3892 NW 165TH STREET, OPA LOCKA FLORIDA
33056, has named KENY EUGENE of 3892 NW 165TH STREET OPA LOCKA FLORIDA 33056, as its
agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this
Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said
corporation.

Dated this 7 day of Jan, 2003.

BY: Keny Eugene
KENY EUGENE
Registered Agent

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TALLAHASSEE, FLORIDA

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