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Florida Department of State
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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

codewear clothing, inc.

| | |
|-----------------------|---------|
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
CODEWEAR Clothing, Inc.

STATE OF FLORIDA)
COUNTY OF BROWARD)

WE, the undersigned Incorporators, each a natural person over the age of eighteen (18) years, hereby associate themselves for the purpose of forming a corporation under the laws of the State of Florida, as a corporation for profit.

ARTICLE I

The name of the Corporation shall be:

CODEWEAR Clothing, Inc.

ARTICLE II

This corporation is formed to engage in any lawful act or activity for which Corporations may be organized under the Florida Business Corporation Act, including any amendments thereto.

ARTICLE III

The capital stock of this corporation is authorized to be as follows: 1,000 shares of voting common stock at \$ 1.00 par value per share.

Prepared by: Barry C. Scutillo, CPA
c/o Scutillo Blake McMillan & Joyce, PA
8000 N University Dr.
Fort Lauderdale, FL 33321

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ARTICLE IV

The amount of the capital with which this organization will begin business shall not be less than \$ 100.00, which amount shall be subscribed for and paid for before said corporation shall transact any business; and all or part of the capital stock of this corporation may be payable or issued for the purpose of property, good will, labor or services at a just evaluation thereof to be fixed by the Board of Directors of this corporation at their first meeting called for that purpose.

ARTICLE V

The term for which this corporation shall exist shall be from July 11, 2003 to perpetuity.

ARTICLE VI

The mailing address of this corporation is:

1550 NW 110th Avenue # 350

Fort Lauderdale, Florida 33322

The registered agent of this corporation is:

David Menard

ARTICLE VII

The name and address of the incorporator to these Articles of Incorporation shall be:

David Menard

1550 NW 110th Avenue

Fort Lauderdale, Florida 33322

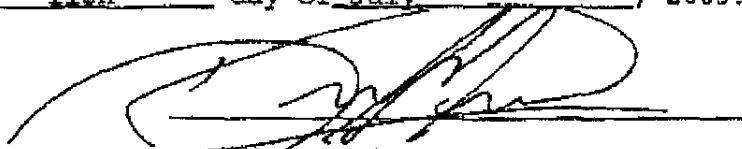
The undersigned has executed these Articles of Incorporation this 11th day of July, 2003.


Incorporator

ARTICLE VIII

In furtherance and not in limitation of the powers conferred by Statute, The Board of Directors is expressly authorized: To make, alter and amend the By-Laws of the Corporation.

WE, THE UNDERSIGNED, being each of the subscribers to the capital stock herein before named, for the purpose of forming a corporation to do business, both within and without the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do, respectively, agree to take the number of shares of stock hereinbefore set forth, and accordingly, have hereunto set our hands and seals this 11th day of July, 2003.



David Menard

Registered Agent and Subscriber

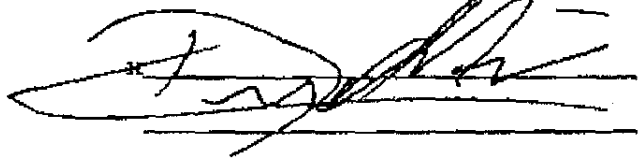
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

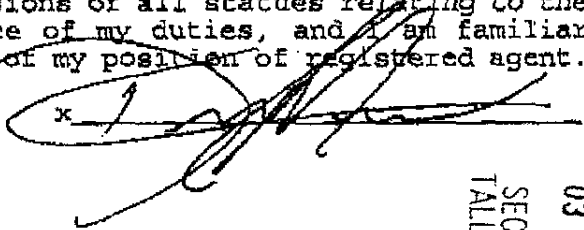
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating, the registered office and registered agent in the State of Florida.

- 1. The name of the corporation is CODEWEAR Clothing, Inc.
- 2. The name and address of the registered agent is:

David Menard
1550 NW 110th Avenue
Fort Lauderdale, FL 33322



Having been named as registered agent I hereby accept the appointment of registered agent to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept my obligations of my position of registered agent.

x 

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