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From:

Account Name : MICHAEL J. FREEMAN, P.A.  
Account Number : 072720000142  
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FLORIDA PROFIT CORPORATION OR P.A.

NEEDLETEX INC.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**NEEDLETEX INC.**

**ARTICLE I**

The name of this corporation is: Needletex Inc.

**ARTICLE II**

This corporation shall have perpetual existence.

**ARTICLE III**

The general nature of the business to be transacted by this corporation is the import, export, manufacturing and distribution of clothing. This corporation shall have the powers as enumerated in Section §607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

**ARTICLE IV**

The initial place of business for this corporation is 151 Sevilla Avenue, Suite #100, Coral Gables, Florida 33134.

This document prepared by:  
Michael J. Freeman, Esq.  
153 Sevilla Avenue  
Coral Gables, FL 33134  
Florida Bar No: 155834  
Tel: (305) 442-1567

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**ARTICLE V**

The mailing address of this corporation is 151 Sevilla Avenue, Suite 100, Coral Gables, Florida 33134.

**ARTICLE VI**

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

**ARTICLE VII**

Every shareholder, upon the sale for cash or any new stock of this corporation, shall have the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VIII**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

M.J.F. REGISTERED AGENT CORP.  
153 Sevilla Avenue  
Coral Gables, Florida 33134

**ARTICLE IX**

The name and post office address of the director of this corporation is:

Patrick Bensimon  
P.O. Box 1556  
Beverly Hills, California 90213

**ARTICLE X**

The corporation shall have one (1) director initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of her being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by her in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

**ARTICLE XI**

The name and address of the person signing these Articles is as follows:

Patrick Bensimon  
P.O. Box 1556  
Beverly Hills, California 90213

**ARTICLE XII**

Shares held by the initial shareholder may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or

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to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

### ARTICLE XIII

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the party hereto has hereunto set her hand and seal at Coral Gables, Miami-Dade County, Florida this 18<sup>th</sup> day of August 2003.

NEEDLETEX, INC.  
a Florida corporation

By: Patrick Bensimon  
Incorporator

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STATE OF CALIFORNIA )  
COUNTY OF LOS ANGELES )

BEFORE ME personally appeared Patrick Bensimon with knowledge that he is the incorporator in the foregoing Articles of Incorporation and that he acknowledged before me that he executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 18<sup>th</sup> day of August 2003.  
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION §48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT, NEEDLETEX, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF CORAL GABLES, STATE OF FLORIDA, HAS NAMED M.J.F. REGISTERED AGENT CORP., LOCATED AT 158 SEVILLA AVENUE, CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

NEEDLETEX, INC.  
a Florida corporationBy:   
Patrick Bensimon  
Incorporator

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**ACCEPTANCE**

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I  
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES  
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY  
DUTIES.

M.J.F. REGISTERED AGENT CORP.

  
\_\_\_\_\_  
MICHAEL J. FREEMAN, President

Date: August 18, 2008

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