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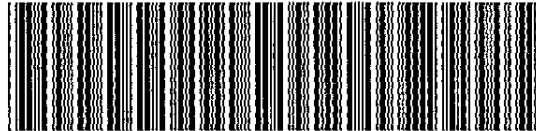
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAR -8 PM 12:08

3-16-04

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: THE WEARHOUSE, WEAR-ELSE? INC.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for
\$ 2750.

FROM:

LEONARD I. HELLER

Name (printed or typed)

5101 SUFFOLK DR.

Address

BOCA RATON, FL 33496

City, State, & Zip

(561) 998-8887

Telephone Number

Note: Please provide the original and one copy of the articles.

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

-8 PM 12:09

OF

THE WEARHOUSE, WEAR-ELSE? INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

THE WEARHOUSE, WEAR-ELSE? INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4301 OAK CIRCLE DRIVE - SUITE 28
BOCA RATON, FL 33431

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

200 SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

LEONARD I. HELLER
5101 SUFFOLK DR.
BOCA RATON, FL. 33496

ARTICLE V INCORPORATOR(S)

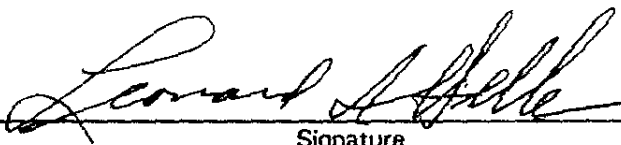
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

LEONARD I. HELLER
5101 SUFFOLK DR.
BOCA RATON, FL. 33496

STEVEN W. HELLER
9955 NW 7TH STREET
PLANTATION, FL. 33324

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

MARCH day of 4, 2004.



Signature

Signature

Signature

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: THE WEARHOUSE, WEAR-ELSE? INC.

2. The name and address of the registered agent and office is:

LEONARD I. HELLEX

(Name)

5101 SUFFOLK DR.

(P.O. Box not acceptable)

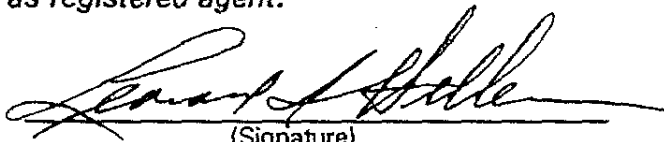
BOCA RATON, FL. 33496

(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree 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 the obligations of my position as registered agent.


(Signature)