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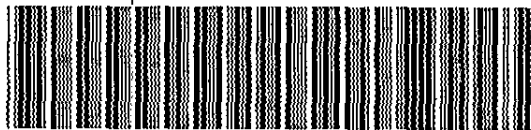
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LAW OFFICES OF

*Charles J. Goldman, P.A.*

601. SOUTH FEDERAL HIGHWAY  
HOLLYWOOD, FLORIDA 33020

BROWARD: (954) 920-1986  
FAX: (954) 929-2440

August 16, 2004

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

Re: PRO FX APPAREL, INC.

Dear Sir or Madame:

Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and return one filed copy to me in the envelope I have provided.

I am enclosing my check for \$70.00 covering:

\$35.00 Filing Fee

35.00 Certificate Designating Registered Agent

Very truly yours,

  
CHARLES J. GOLDMAN, ESQ.  
Enclosures

CJG/mtg  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE OF INCORPORATION**

**OF**

**PRO FX APPAREL, INC.**

I, THE UNDERSIGNED, hereby establish myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I**

The name of the corporation shall be: PRO FX APPAREL, INC.

**ARTICLE II - PURPOSE**

The general character or nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) SHARES having a par value of ONE (\$1.00) DOLLAR per share.

**ARTICLE IV - CAPITAL**

The amount of capital with which this corporation shall begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

#### **ARTICLE V - DURATION**

The corporation shall have perpetual existence.

#### **ARTICLE VI - PRINCIPAL OFFICE**

The initial street address of the corporation's principal office is: 826 South Dixie Highway, Hollywood, FL 33020.

#### **ARTICLE VII - MANAGEMENT BY SHAREHOLDERS**

The corporation shall be a close corporation within the meaning of, and governed by, the Florida Close Corporation Act. The business of the corporation shall be managed by its shareholders pursuant to Chapter 607 of the Florida Statutes.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws but shall never be less than one. The names and addresses of the Directors are: Peter Whittington, 2632 Hollywood Blvd., #106, Hollywood, FL 33020 and CARLOS RUBIO, 2632 Hollywood Blvd., #106, Hollywood, FL 33020.

#### **ARTICLE IX - INCORPORATOR**

The name and address of each person signing these Articles of Incorporation as a Incorporator is:

Charles J. Goldman, Esq.  
601 South Federal Highway  
Hollywood, FL 33020

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CHARLES J. GOLDMAN, Incorporator

#### ARTICLE X - DISSOLUTION

The corporation may be dissolved at any time by: (1) unanimous written consent of the shareholders; (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

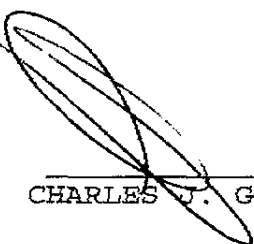
#### ARTICLE XI - REGISTERED AGENT

The name and address of the Registered Agent is:

CHARLES J. GOLDMAN, ESQ.  
601 South Federal Highway  
Hollywood, Florida 33020

I having been named as registered agent and to accept services of process for the above stated limited liability company 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

IN WITNESS WHEREOF, I, the undersigned Incorporator of this Corporation, have executed these Articles of Incorporation at Hollywood, Broward County, Florida, on this \_\_\_\_\_ day of August, 2004.

  
\_\_\_\_\_  
CHARLES J. GOLDMAN, Registered Agent

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF BROWARD )

BEFORE ME, this 30th day of November 2001, personally appeared, CHARLES J. GOLDMAN, ESQ., who is personally known to me or who has produced \_\_\_\_\_ as identification and is the person described in the foregoing Articles of Incorporation of PRO FX APPAREL, INC., and he acknowledged before me that he executed the same for the purposes therein expressed.

\_\_\_\_\_  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

\_\_\_\_\_  
Type or print name of notary

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