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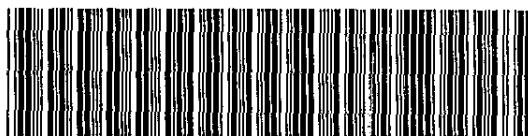
(Business Entity Name)

(Document Number)

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12/02/04--01014--010 **78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/12/04

LAW OFFICES OF
Teressa Accurso Dickman, P.A.

November 29, 2004

**VIA PRIORITY MAIL WITH
DELIVERY CONFIRMATION**

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

SUBJECT: The Beneiora Clothing Co., Inc.
Proposed Corporate Name

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check in the amount of \$78.75. Please return one copy of the Articles stamped with the filing date.

FROM: Teressa Accurso Dickman
Law Offices of Teressa Accurso Dickman, P.A.
730 SW 2nd Court
Ft. Lauderdale, FL 33312
(954) 522-0549

Sincerely,
LAW OFFICES OF TERESSA ACCURSO DICKMAN, P.A.


Teressa Accurso Dickman

ARTICLES OF INCORPORATION
OF
THE BENEIORA CLOTHING CO., INC.

The undersigned, acting as incorporator of **THE BENEIORA CLOTHING CO., INC.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **THE BENEIORA CLOTHING CO., INC.**

ARTICLE II: ADDRESS

The mailing address of the corporation is 12098 W. Sample Road, Coral Springs, FL 33065.

ARTICLE III: COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence upon filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV: PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V: AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1002 NE 1st Street, Pompano Beach, FL 33060 and the name of the corporation's initial registered agent at that address is Teresa Accurso Dickman.

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ARTICLE VIII: INCORPORATOR

The name and street address of the incorporator is Jason Beneby, 12098 W. Sample Road, Coral Springs, FL 33065.

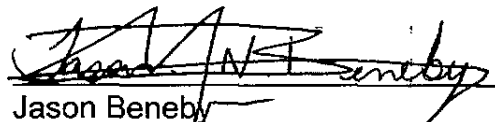
ARTICLE IX: BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE X: AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on _____, 2004.


Jason Beneby
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **THE BENEIORA CLOTHING CO., INC.**, desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 1002 NE 1st Street, Pompano Beach, FL 33060, has named Teresa Accurso Dickman as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provision of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 18th day of November, 2004.

By: 
Name: Teresa Accurso Dickman
Title: Registered Agent