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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES

Sheldon R. Rosenthal

25 WEST FLAGLER STREET

Miami, Florida 33130

TELEPHONE 379-1452 "FAX" 358-8020 AREA CODE 305

June 5, 2008

Secretary of State State of Florida Division of Corporation Neil Kirkman Building Tallahassee, Florida

Re: Articles of Incorporation for Mani Sirvanti, Inc.

Gentlemen:

The undersigned attorney represents Mani Sirvanti, Inc., a corporation to be formed under the laws of the State of Florida.

I am herewith enclosing the following in order to incorporate the company:

- 1. Original and copy of Articles of Incorporation.
- 2. My check made payable to Secretary of State, State of Florida, in the sum \$78.75.

Please file and return one certified copy to my office for my records.

If you have any questions, please call my office.

SHELDON R. RÓSENTHAI

SRR/lid Enclosures

cc: Mani Sirvanti, Inc.

FILED

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TALLAHASSEE, FLORID.

ARTICLES OF INCORPORATION

of

MANI SIRVANTI, INC.

I the undersigned, do hereby associate myself for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

MANI SIRVANTI, INC., a Florida corporation

ARTICLE II - PURPOSE

- A. To carry on and engage in the business of purchasing, selling, designing, manufacturing, repairing, altering and marketing for sale, any and all types of men's clothing, fashions, and accessories of all types and to perform any other act which may be necessary and related thereto.
- B. To carry on and engage in any type of business or activity which may be authorized, and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock as follows: FIFTY (50) Shares of Common Stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the by-laws of the Corporation and the laws and statutes of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be: 5744 Sunset Drive, South Miami, Florida 33143

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent of the Corporation shall be MANI PASTRANA, and the Registered Office shall be located at: 5744 Sunset Drive, South Miami, Florida 33143, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the by-laws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>

OFFICE

ADDRESS

MANI PASTRANA

President, Vice President, Secretary and Treasure 5744 Sunset Drive South Miami, Florida 33143

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of at least one (1), but not more than three (3) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

NAME

ADDRESS

MANI PASTRANA

5744 Sunset Drive South Miami, Florida 33143

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporators subscribing to these Articles of Incorporation are as follows:

| <u>NAME</u> | <u>ADDRESS</u> | NO. OF SHARES SUBSCRIBED | AMOUNT OF SHARES |
|---------------|---|--------------------------|---------------------|
| MANI PASTRANA | 5744 Sunset Drive South Miami, Florida | -50- 33143 | \$500.00 |

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved

by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BY-LAWS

The original by-laws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the by-laws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the by-laws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the by-laws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Miami-Dade

County, Florida, this day of June, 26

(SEAL)

STATE OF FLORIDA
) ss

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this _____ day of June, 2008 by MANI PASTRANA, personally known to me or who produced as identification and who did (did not) take an oath.

Notary Public, State of Florida at Large

My Commission, Sappressilic STATE OF FLORIDA SHELDON R. ROSENTHAL SHELDON R. ROSENTHAL Commission # DD624047 Commission # DD624047

CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of MANI SIRVANTI, INC., a Florida Corporation, and agree to serve as its Registered Agent, to accept service of process within the State at its Registered Office located at:

5744 Sunset Drive, South Miami, Florida 33143

MANI PASTRANA, REGISTERED AGENT

ZEGRETARY OF STATE