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DIVISION OF CORPORATION

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**BE APPAREL, INC.**

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ARTICLES OF INCORPORATION  
OF  
BE APPAREL, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is BE APPAREL, INC.

ARTICLE II

NATURE OF BUSINESS

This Corporation may engage in any business activity or business permitted under the laws of The United States and 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 ONE THOUSAND (1,000) SHARES of common stock having \$1.00 par value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital that this Corporation will begin with is FIVE HUNDRED (\$500.00) DOLLARS.

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ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The address in the State of Florida of the principle office of this Corporation is 18995 SE Homewood Avenue, Tequesta, FL 33469, and the name of the initial registered agent at this address is Kimberly Stephens.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the by-laws, but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS

Kimberly Stephens

18995 SE Homewood Avenue  
Tequesta, FL 33469

David W. Hand

18995 SE Homewood Avenue  
Tequesta, FL 33469

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ARTICLE IX

INCORPORATORS

The name and address of the persons signing these articles of incorporation is:

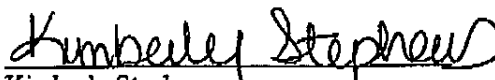

Kimberly Stephens

18995 SE Homewood Avenue  
Tequesta, FL 33469

David W. Hand

18995 SE Homewood Avenue  
Tequesta, FL 33469

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 26th day of September, 2008.

  
Kimberly Stephens  
  
David W. Hand


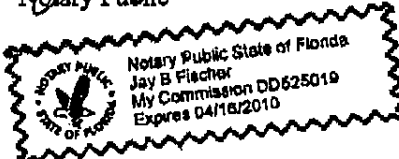
STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, Kimberly Stephens David W. Hand personally appeared, known by me to be the person who executed these articles of incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and official seal, in the state and county aforesaid, this 26th day of September, 2008.

{SEAL}

  
Notary Public  
  
Notary Public State of Florida  
Jay B. Fletcher  
My Commission DD625019  
Expires 04/16/2010

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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:

FIRST—BE APPAREL, INC..

DESIRES TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPLE PLACE OF BUSINESS AT THE CITY OF Tequesta, PALM BEACH COUNTY, STATE OF FLORIDA, HAS NAMED Kimberly Stephens, AT 18995 SE Homewood Avenue, CITY OF Tequesta, STATE OF FLORIDA AS ITS AGENT TO ACCEPT PROCESS WITHIN FLORIDA.

SIGNED Kimberly Stephens  
TITLE PRESIDENT  
DATE September 26, 2008

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

SIGNED Kimberly Stephens  
Kimberly Stephens  
Resident Agent  
DATE September 26, 2008

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