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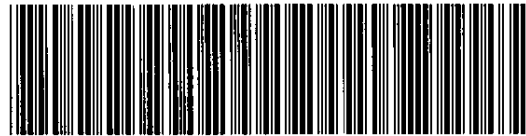
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TALLAHASSEE, FLORIDA

JOAN KLEMPNER
3625 North Country Club Drive
Apt. 1907
Aventura, Florida 33180
Telephone No.: (305) 682-1765
Email address: onlyjoan1@aol.com

July 1, 2010

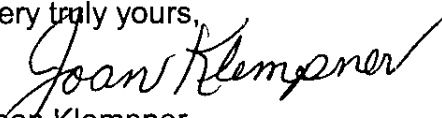
Department of State
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: ONLY JOAN OF FLORIDA, INC.

Dear Sir or Madam:

Enclosed are an original and one (1) copy of the articles of incorporation of Only Joan of Florida, Inc. and a check for \$87.50, representing the Filing Fee, Certified Copy & Certificate of Status as required by the Department of State.

Very truly yours,


Joan Klempner,

Enclosures

ARTICLES OF INCORPORATION

OF

ONLY JOAN OF FLORIDA, INC.

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

ARTICLE I: NAME

The name of the corporation is **ONLY JOAN OF FLORIDA, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is
3625 North Country Club Drive, Apt. 1907, Aventura, Florida 33180.

ARTICLE III: PURPOSE

The purpose of the corporation is to design, market and sell sport shirts, sportswear and accessories.

ARTICLE IV: SHARES

The number of shares of stock shall be ONE HUNDRED (100) shares - having one dollar (\$1.00) par value.

ARTICLE V: INITIAL OFFICER/DIRECTOR

The name and address of the initial Board of Director of the corporation is:

JOAN KLEMPNER	-	PRESIDENT, TREASURER, DIRECTOR
3625 North Country Club Drive		
Apt. 1907		
Aventura, Florida 33180		

CYRIL DANNY POLLOCK	-	DIRECTOR
2720 N.E. 183rd Street		
PH#23		
Aventura, Florida 33160		

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ARTICLE VI: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **LAWRENCE B. FRIEDMAN, ESQ., 4800 N. Federal Hwy., Suite 100-D, Boca Raton, Florida 33431.**

ARTICLE VII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is **JOAN KLEMPNER**, whose address is **3625 North Country Club Drive, Apt. 1907, Aventura, Florida 33180.**

ARTICLE VIII: SPECIAL PROVISIONS

A. It is the intent of the incorporator and director(s) that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officer(s) to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this 2nd day of July, 2010.



JOAN KLEMPNER, As President/
Treasurer/Director



CYRIL DANNY POLLOCK, As Director

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned 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 **ONLY JOAN OF FLORIDA, INC.**
2. The name and street address of the registered agent and office is **LAWRENCE B. FRIEDMAN, ESQ., 4800 N. Federal Hwy., Suite 100-D, Boca Raton, Florida 33431.**

I HAVE 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.


LAWRENCE B. FRIEDMAN, ESQ.

Dated: July 1, 2010

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