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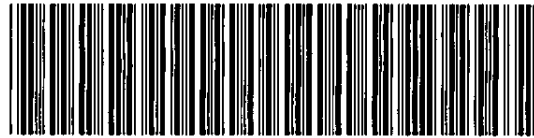
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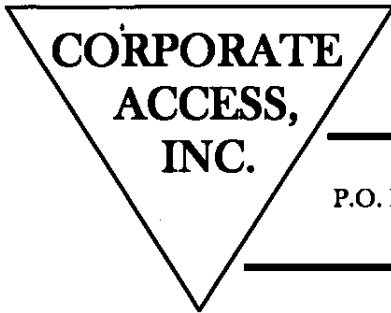
DEPARTMENT OF STATE  
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TALLAHASSEE, FLORIDA

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## WALK IN

PICK UP:

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1. Fred's Taylors, Inc.  
(CORPORATE NAME AND DOCUMENT #)

2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

5. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

6. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
FRED'S TAILORS, INC.**

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**ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

The name of this corporation is **FRED'S TAILORS, INC.** and its principal place of business shall be located at 2519 McMullen Booth Road Suite #508, Clearwater, Florida 33761.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares".

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which its is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office address of this corporation is 2519 McMullen Booth Road Suite #508, Clearwater, Florida 33761 and the name of the initial registered agent of this corporation at that address is **Feridun Halef**.

**ARTICLE VII - DIRECTORS**

This corporation shall have only Two (2) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than two (2) directors constituting the Board of Directors. The number of Directors may be

either increased or decreased from time to time by the Bylaws. The name and address of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Feridun Halef	589 Severs Landing Palm Harbor, Florida 34683
Filiz Halef	589 Severs Landing Palm Harbor, FL 34683

#### ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is:

Feridun Halef  
589 Severs Landing  
Palm Harbor, Florida 34683

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#### ARTICLE IX - INDEMNIFICATION

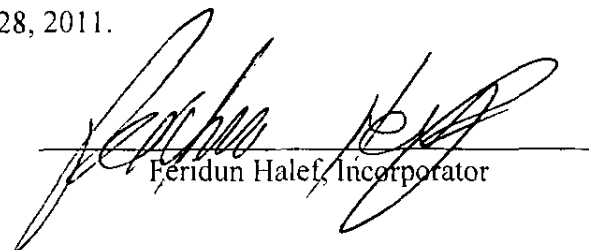
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No Officer or Director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that Officer or Director breached or failed to perform his duties as an officer or director as provided in §607.0831, Florida Statutes (1990).

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: February 28, 2011.

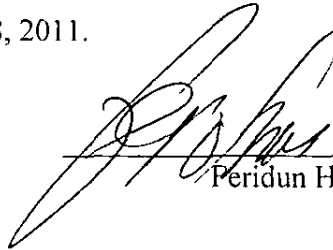
  
\_\_\_\_\_  
Feridun Halef, Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that FRED'S TAILORS, INC. desiring to organize or qualify under the laws of the State of Florida has named Feridun Halef at 2519 McMullen Booth Road, Suite #508, Clearwater, Florida 33761, as its agent to accept service of process with Florida.

Dated: February 28, 2011.

  
\_\_\_\_\_  
Feridun Halef, Incorporator

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**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

Having 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 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.

Dated: February 28, 2011.

  
\_\_\_\_\_  
Feridun Halef, Registered Agent