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KINGSLEY & KINGSLEY
ATTORNEYS AND COUNSELLORS AT LAW
SUITE 203
8551 WEST SUNRISE BOULEVARD
PLANTATION, FLORIDA 33322-4013

DAVID J. KINGSLEY*
LOUISE R. KINGSLEY

*ALSO MEMBER WASHINGTON, D.C.
& MARYLAND BARS

RECEIVED
JAN 30 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE
(305) 474-5800
FACSIMILE
(305) 474-5862

January 27, 1995

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

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-01/30/95--01106--007
***122.50 ***122.50

RE: Overseas Production Brokers, Inc.

To Whom it May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original Articles and return a certified copy to our office in the envelope provided.

Enclosed herewith please find a check in the amount of \$122.50, as follows:

Filing Fee	35.00
Reg. Agent Fee	35.00
Certified Copy	<u>52.50</u>

TOTAL \$122.50

Thank you for your cooperation.

Very truly yours,

KINGSLEY & KINGSLEY

By David J. Kingsley
David J. Kingsley

DJK/la

Enclosures

2/6/95
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Overseas Production Brokers, Inc.

ARTICLE I
NAME

The name of this corporation is Overseas Production Brokers, Inc.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of assisting manufacturers in the sales and production of clothing, and the transacting of any and all lawful business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of common stock.

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 it is offered to others.

ARTICLE VI

INITIAL CORPORATE MAILING ADDRESS

The street address and the initial corporate mailing address is 20030 N.E. 20 Court, Miami, Florida, 33179.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 20030 N.E. 20 Court, Miami, Florida, 33179, and the name of the initial Registered Agent of this corporation at that address is Jay Ruckenstein.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Jay Ruckenstein	20030 N.E. 20 Court, Miami, FL 33179

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is: Jay Ruckenstein, 20030 N.E. 20 Court, Miami, Florida, 33179.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI

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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of January, 1995.


Jay Ruckenstein

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That Overseas Production Brokers, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Jay Ruckenstein, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named as Registered Agent 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, and agree to comply with the provision of said Act relative to keeping open said office.



Jay Ruckenstein

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Jay Ruckenstein known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who presented a Canadian Passport as identification, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24th day of January, 1995.



Notary Public
State of Florida at Large

My Commission Expires:



LISA APREA
MY COMMISSION # CC 243518 EXPIRES
December 2, 1998
BONDED THRU TROY FAIR INSURANCE, INC.