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(((H95000002598))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: ACE INDUSTRIES, INC.
DEPARTMENT OF STATE 54 NW 11TH ST
STATE OF FLORIDA
409 EAST GAINES STREET MIAMI FL 33136-2890
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NAME: B & Y FASHION, INC.
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ARTICLES OF INCORPORATION

ARTICLE I

The name of this Corporation is: D & Y FASHION, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is:

1. To do any business that is legal to corporations in the State of Florida including a grant of all rights and powers to accomplish same.

2. In addition to Paragraph 1 hereinabove, but not by way of limitation but by way of additional explanation and clarification the corporation shall have the power to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real and personal property or any interest therein, wherever situated.

3. To sell, convey, mortgage, pledge, create a security interest in lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

4. To purchase, take, receive, subscribe, for, or otherwise acquire, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and sue and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACE INDUSTRIES, INC.

64 NW 11th Street

Miami, FL 33136

305-358-7832

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other government, state territory, governmental district, or municipality or of any instrumentality thereof.

5. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge of all or any of its property, franchises, and income.

6. To conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within this state.

7. To have and exercise all powers necessary or convenient to effect its purposes, which are allowed or permitted under the Statutes of 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 HUNDRED (100) shares of common stock, having a nominal or par value of \$1.00 per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE V

PRE-EMPTIVE RIGHTS

The initial shareholders shall have pre-emptive rights to

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all issues of stock except as otherwise unanimously agreed among them.

ARTICLE VI

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII

The post office address of the principal office of this corporation shall be 7941 Juniper Street, Miramar, Florida, or at such other place as may hereafter be designated by the Board of Directors. The post office address of the registered office of this corporation shall be 7941 Juniper Street, Miramar, Florida, or such other place as may hereafter be designated by the Board of Directors. The registered agent of this corporation shall be whose business office is and will be identical with the registered office of this corporation.

ARTICLE VIII

This corporation shall not have less than one (1) director initially. The number of directors may increase or diminish from time to time as prescribed in the By-Laws adopted by the shareholders.

ARTICLE IX

The name and post office address of the member of the first Board of Directors is:

NAME
DEXTER JACKSON

ADDRESS
7941 Juniper Street
Miramar, Florida

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ARTICLE I

The name and post office address of the incorporator of these Articles of Incorporation is as follows:

NAME
DEXTER JACKSON

ADDRESS
7941 Juniper Street
Miramar, Florida

ARTICLE II

In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation, or partnership shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of any other such firm, association, corporation or partnership, or is a party or pecuniarily or otherwise interested in such contract or transaction, or in any way connected with any person, firm, association, corporation, or partnership pecuniarily or otherwise interested therein. Any director may vote and may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested or were not a director, member or officer of such firm, association, corporation or partnership.

ARTICLE III

Any action by the directors of the corporation, which is in

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their power, taken at a meeting of such directors shall be valid for any intents and purposes whether or not a lawful notice of said meeting shall have been given to all directors as required by law of the By-Laws of this corporation, if at any time prior to, during, or subsequent to such meeting, all directors shall execute a waiver of notice of such meeting in writing and providing a majority of the directors shall have approved and approve the action taken at such meeting.

Any action by the shareholders of this corporation, which is within their powers, taken at a meeting of such shareholders, shall be valid for all intents and purposes whether or not a lawful notice of said meeting shall have been given to all shareholders as required by law or the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting, all shareholders shall execute a waiver of notice of such meeting in writing, and providing a majority of the shareholders shall have approved or approve the actions taken at such meeting.

Any action by the Board of Directors may be taken without a meeting of their Directors provided that consent, in writing, setting forth the action to be taken is signed by all of the Directors and filed in the minute book of the Board of Directors.

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Any action so taken shall be valid for all intents and purposes.

Dexter Jackson (SEAL)
DEXTER JACKSON

STATE OF FLORIDA SS:
COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally appeared DEXTER JACKSON, to me well known to be the identical person who executed the attached Articles of Incorporation of D & Y FASHION, INC., and he acknowledged before me that he signed and executed the same for the purposes therein set forth and ~~who is personally known to me~~ ^{was known to me as R. A. L. # J250-172-48-016-0} and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this day of March, 1993.

NOTARY PUBLIC-State of
Florida at Large

My Commission Expires:

REGISTERED AGENT

HAVING BEEN NAMED to serve as Registered Agent
of D & Y FASHION, INC., at 7941 Juniper Street,
Miramar, Florida.

I HEREBY AGREE to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping said office open.

Dexter Jackson
DEXTER JACKSON

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