

P95 000026482

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 30 PM 12:34

1541 Brickell Avenue, Suite 2005
Miami, Florida 33129
March 24, 1995

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-03/31/95--01041--003
*****70.00 *****70.00

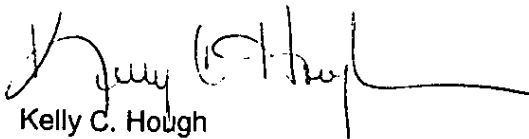
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: H.M.S. Formalwear, INC.
(a proposed corporation)

Dear Sir/Madam;

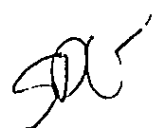
Enclosed is an original and one (1) copy of the Articles of Incorporation, Registered Agent and a check for Seventy and 00/100 dollars (\$70.00).

Sincerely,



Kelly C. Hough
Vice President

KCH/js
enc.



**ARTICLES OF INCORPORATION
OF
H.M.S. FORMALWEAR, INC.**

ARTICLE I.

The name of the corporation is:

H.M.S. Formalwear, Inc.

ARTICLE II.

The corporation shall exist perpetually commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE III.

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV.

The corporation is authorized to issue Five Hundred Thousand (500,000) shares of \$.01 par value stock which shall be designated as Common Stock.

The corporation will issue initial shares to the following:

Jeffrey Sturmthal - 100,000 shares of Common Stock

Kelly C. Hough - 100,000 shares of Common Stock

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DIVISION OF CORPORATE FILINGS
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ARTICLE V.

The corporation's Initial Registered Agent and Registered Office in the State of Florida is:

INITIAL REGISTERED AGENT: Kelly C. Hough

INITIAL REGISTERED OFFICE: 1541 Brickell Avenue, Suite 2005
Miami, Florida 33129

ARTICLE VI.

The corporations principle office and mailing address is:

PRINCIPLE OFFICE: 1541 Brickell Avenue, Suite 2005
Miami, FL 33129

MAILING ADDRESS: 1541 Brickell Avenue, Suite 2005
Miami, FL 33329

ARTICLE VII.

The number of Directors constituting the initial Board of Directors of the corporation is Two. The number of Directors may be either increased or decreased from time to time by amendment to the Bylaws, but shall never be less than the number of the initial Board of Directors.

The name and address of the initial Directors are:

NAME: Jeffrey Sturmthal

ADDRESS: 1541 Brickell Avenue, Suite 2005
Miami, Florida 33129

NAME: Kelly C. Hough

ADDRESS: 1541 Brickell Avenue, Suite 2005
Miami, Florida 33129

ARTICLE VIII.

The name and address of the incorporator executing these Articles of Incorporation is:

INCORPORATOR: Kelly C. Hough
ADDRESS: 1541 Brickell Avenue, Suite 2005
Miami, FL 33329

ARTICLE IX.

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than one hundred twenty (120) days following the issuance of the Certificate of Incorporation. Following the adoption of the bylaws by affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws. The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and Stockholders.

ARTICLE X.

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

ARTICLE XI.

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or amendments hereto and any right conferred upon the Stockholders is subject to this reservation.

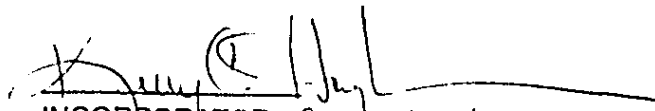
ARTICLE XII.

At each election of Directors, every Stockholder entitled to vote shall have the rights to accumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII.

The members of the Board of Directors may participate in meeting of the Board of Directors by means of conference telephone as provided by law.

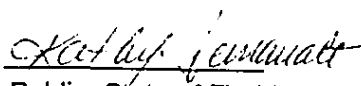
The undersigned incorporator has executed these Articles of Incorporation this 17 day of March 1994.


INCORPORATOR *PERSONALLY KNOWN*
K.S.

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

On this the 22nd day of March, 1995, before me, the undersigned Notary Public of the State of Florida personally appeared KELLY C. HOUGH, who is personally known to me, whose name is subscribed to the foregoing Articles of Incorporation, and she acknowledges that she executed it as her free act and deed for the purposes therein expressed and did take an oath.

My commission expires:


Notary Public, State of Florida
Name of Notary _____
Commission No. _____



KATIA SEMANATE
My Commission CC311441
Expires Aug. 29, 1997
Bonded by HAI
800-422-1555

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned 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: H.M.S. Formalwear, Inc.
2. The name and address of the registered agent and office is:

Kelly C Hough
1541 Brickell Avenue, Suite 2005
Miami, FL 33129

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 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.

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

Kelly C Hough Date: 3/27/95
Registered Agent *Personally known KS*

SEP 27 95 12:33 PM

On this the 27th day of March, 1995, before me, the undersigned Notary Public of the State of Florida personally appeared KELLY C. HOUGH, who is personally known to me, whose name is subscribed to the within instrument, and she acknowledges that she executed it as her free act and deed for the purposes therein expressed and did take an oath.

My commission expires:

Katia Semanate
Notary Public, State of Florida
Name of Notary _____
Commission No. _____



KATIA SEMANATE
My Commission CC311441
Expires Aug. 29, 1997
Bonded by HAI
800-422-1555

P95000026 482

Kelly C. Hough
HMS Formalwear, Inc.
1541 Brickell Avenue, #2005
Miami, FL 33129

000001802900
-05/01/96--01034--007
*****35.00 *****35.00

April 23, 1996

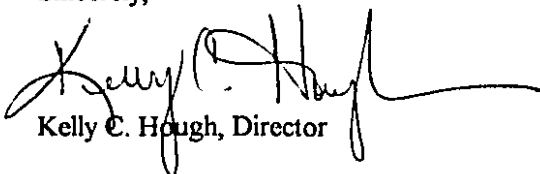
Florida Department of State
Ms. Thelma Lewis, Supervisor
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Ms. Lewis:

Enclosed are our articles of dissolution and check number 3026 in the amount of \$35.00.

Thank you for your attention to this matter.

Sincerely,


Kelly C. Hough, Director

KCH/JS
Enclosure

cc: Mr. Jeffrey Sturmthal, Director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 29 AM 9:59

Vildie
- APR 29 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 18, 1996

KELLY C. HOUGH
HMS FORMALWEAR, INC.
5141 BRICKELL AVENUE, #2005
MIAMI, FL 33129

SUBJECT: H.M.S. FORMALWEAR, INC.
Ref. Number: P95000026482

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Articles of Dissolution must comply with either section 607.1401 or 607.1403, Florida Statutes.

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 496A00018144

HMS FORM/WEAR, INC.
1541 BRICKELL AVE #2005
MIAMI, FL. 33129

4-10-95

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

REFERENCE # P95000026482

THIS IS TO ADVISE YOU THAT A "final"
TAX RETURN WAS SENT (1120S) TO IRS.

HMS FORM/WEAR, INC WAS INACTIVE
FROM 3-30-95 — 12-31-95, AND
AS OF THIS NOTICE THE CORPORATION
CEASES TO EXIST.

Kelly C. Naugh, Director

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SECRETARY OF STATE
DIVISION OF CORPORATION
96 APR 29 AM 9:59

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following article of dissolution:

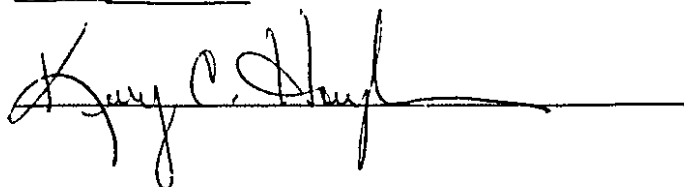
- FIRST: The name of the corporation is HMS Formalwear, Inc.
- SECOND: The dissolution was authorized on December 31, 1995. Corporation was and still is inactive as of March 30, 1995.
- THIRD: Adoption of Dissolution:
- Dissolution was approved by the shareholders/directors. The number of votes cast for dissolution was sufficient for approval.

Signed this 23rd day of April, 1996.

Officer's Printed Name: Kelly C. Hough

Title: Director/President

Signature:

A handwritten signature in black ink, appearing to read "Kelly C. Hough", is written over a horizontal line.