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((H95000003966)) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: RICARDO MARTINEZ-CID, P.A.
DEPARTMENT OF STATE 1699 CORAL WAY
STATE OF FLORIDA SUITE 510
409 EAST GAINES STREET MIAMI FL 33145-
TALLAHASSEE, FL 32399 CONTACT: ROICARDO MARTINEZ-CID
FAX: (904) 922-4000 PHONE: (305) 859-7494
FAX: (305) 858-2513
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CUTTING ONLY CORPORATION
FAX AUDIT NUMBER: H95000003966 CURRENT STATUS: REQUESTED
DATE REQUESTED: 04/07/1995 TIME REQUESTED: 08:44:59
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EFFECTIVE DATE

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TALLAHASSEE, FLORIDA

28 APR 7 1995
U.S. DEPT. OF COMMERCE

FILED

95 APR -7 PM 12:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA BAR NO. 157029 / AUDIT NUMBER: 495000003966

ARTICLES OF INCORPORATION

CUTTING ONLY CORPORATION

EFFECTIVE DATE

Article I - Name

The name of this corporation is CUTTING ONLY CORPORATION.

Article II - Purpose

This corporation is organized to manufacture, buy, sell and otherwise participate in the South Florida garment industry, including high fashion cutting services, and for all other lawful businesses.

Article III - Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

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

Article V - Initial Principal, Registered Office and Agent

The principal address and mailing address of the office of this corporation is 2400-B W. 8 Lane, Hialeah, Florida 33010.

The name of the initial Registered Agent of this corporation is RICARDO MARTINEZ-CID of 1699 Coral Way, Suite 510, Miami, Florida 33145.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are MANUEL SMILOWITZ and JAY SMILOWITZ, both of 2400-B W. 8 Lane, Hialeah, Florida 33010, who will also serve as president and vice-president/secretary/treasurer of the corporation.

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
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FLORIDA BAR NO. 157029 / AUDIT NUMBER: 495000003966Article VII - Incorporator

The name and address of the person signing these Articles is RICARDO MARTINEZ-CID, of 1699 Coral Way, Suite 510, Miami, Florida 33145.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on April 6, 1995.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

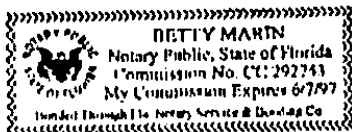
IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporation, this April 6, 1995.


RICARDO MARTINEZ-CID

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared RICARDO MARTINEZ-CID, known to me personally and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this April 6, 1995.




Betty Martin / Notary Public
State of Florida at Large

Prepared by: Ricardo Martinez-Cid
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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That CUTTING ONLY CORPORATION, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named RICARDO MARTINEZ-CID, located at 1699 Coral Way, Suite 510, Miami, Florida 33145, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of
CUTTING ONLY CORPORATION
to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this April 6, 1995.


RICARDO MARTINEZ-CID
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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