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POPHAM HAIK

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INCLUDING THE LAW PRACTICE OF  
MASON, FENWICK & LAWRENCE, ESTABLISHED 1881

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April 6, 1995

VIA FEDERAL EXPRESS

Secretary of State  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: AFTER SUNSET, INC.

Dear Sirs:

Enclosed please find the following for filing:

1. Original and one copy of Articles of Incorporation for the above company;
2. Our firm's check in the amount of \$122.50 to cover the filing fee; and
3. Our firm's check in the amount of \$8.75 the fees for a certificate of status.

Please expedite the formation of the referenced corporation and return a certified copy of the Articles of Incorporation to the undersigned together with the Certificate of Incorporation and a Certificate of Status via federal express in the enclosed federal express envelope.

Very truly yours,

RICHARD GRAVER  
10281 SW 142 ST  
Miami, FL 33176

Enclosures  
1013829.1

~~James J. Condo~~  
For the Firm

Stamp: 900001455019  
-04/12/95--01109--013  
\*\*\*122.50 \*\*\*122.50  
13/25 13/25

122.50  
8.75  
131.25

Any  
Questions  
and meet

305-255-9518

Stamped  
envelope

**ARTICLES OF INCORPORATION  
OF  
AFTER SUNSET, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation is **AFTER SUNSET, INC.**

**ARTICLE II**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The period of duration of this corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation.

**ARTICLE III**

**NATURE OF BUSINESS**

The general character or nature of the business to be transacted by this Corporation is the sale of gifts and embroidery products.

**ARTICLE IV**

**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having the par value of One Dollar (\$1.00).

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

FILED  
SECRETARY OF STATE  
JAN 12 1951  
TALLAHASSEE, FLORIDA

## ARTICLE V

### ADDRESS

The initial address of the principal office of this corporation is to be 10281 SW 142nd Street, Miami, Florida 33176. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial Board of Directors is one (1), whose name and address is:

Richard Graver  
10281 SW 142nd Street  
Miami, Florida 33176

## ARTICLE VII

### INITIAL REGISTERED AGENT AND OFFICE

The address of this Corporation's initial registered office is 10281 SW 142nd Street Miami, Florida 33176 and the name of this Corporation's initial registered agent is:

Richard Graver  
10281 SW 142nd Street  
Miami, Florida 33176

## ARTICLE VIII

### INCORPORATOR

The name and address of the incorporator is:

Richard Graver  
10281 SW 142nd Street  
Miami, Florida 33176

## ARTICLE IX

### BY-LAWS

The power to adopt, alter, appeal, and repeal By-Laws of this Corporation shall be vested in the Board of Directors and the Shareholders.

## ARTICLE X

### INDEMNIFICATION

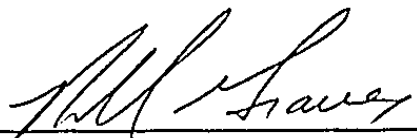
This Corporation shall indemnify to the full extent permitted by law any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the Corporation. Said indemnification shall include, but not be limited to, the expenses, including the costs of any judgments, fines, settlements, and attorney's fees actually and necessarily paid or incurred in connection with any action, suit or proceedings, and any appeals therefrom to which any such person or his representative may be made a party, or may be threatened to be made a party, by reason of being or having been an officer, director, employee, or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any rights to which any directors, officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

## ARTICLE XI

### AMENDMENT

This Corporation reserves the right to amend or appeal provisions contained in these Articles of Incorporation or any amendment thereto.

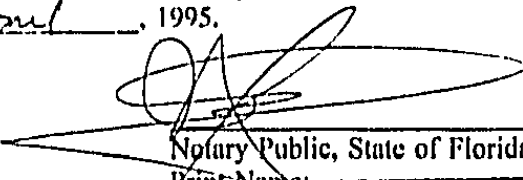
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6 day of April, 1995.

  
Incorporator

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

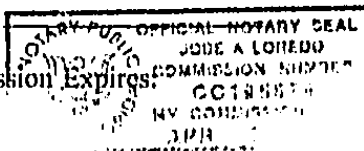
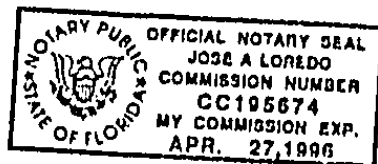
BEFORE ME, the undersigned authority, personally appeared Richard Graver who is to me well known to be the person described in and who subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

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

  
Notary Public, State of Florida

Print Name:

My Commission Expires:



#### CERTIFICATE OF REGISTERED AGENT

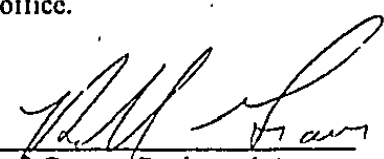
Pursuant to Chapter 607.325 of the Florida Statutes, the following is submitted, in compliance with said Act:

That **AFTER SUNSET, INC.**, desiring to incorporate under the laws of the State of Florida, has named Richard Graver, with an address of 10281 SW 142nd Street, Miami, Florida 33176, as its agent to accept service of process within the State.

#### ACKNOWLEDGEMENT

Having been named to accept service of process for the above-state corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office.

Dated this 6 day of April, 1995.

  
Richard Graver, Registered Agent