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April 17, 1995

State of Florida
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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RE: HONKYWEAR, INC.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent and Registered Office for the newly-formed company, HONKYWEAR, INC.

PLEASE IMMEDIATELY file the Articles of Incorporation for HONKYWEAR, INC., and return the copy stamped "filed" to this office in the enclosed self-addressed, stamped envelope provided herewith for that purpose.


Also enclosed is money order in the amount of \$70.00 payable to the Secretary of State, State of Florida, Division of Corporations, to cover the costs of the filing of the Articles of Incorporation for HONKYWEAR, INC. as follows:

Filing Fee.....\$ 35.00
Registered Agent....
Designation.....\$ 35.00
Total.....\$ 70.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Thank you for your kind and prompt attention to this matter.

Very truly yours,


ARTHUR M. WOLFF, ESQUIRE

cc: Honkywear, Inc.

CORP.LS
AMW/prb
Enclosures

ARTICLES OF INCORPORATION

OF

HONKYWEAR, INC.

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is HONKYWEAR, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is: to manufacture, purchase, or otherwise acquire and hold, to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a safe deposit, trust, surety, express, railroad, canal, telegraph or cemetery company, a cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is: 100 (One Hundred) shares at One Dollar (\$1.00) per share par value. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

Pursuant to §607.034, Florida Statutes, the principal office of this corporation in the State of Florida shall be 111 Royal Park Drive, Fort Lauderdale, Broward County, Florida 33309; and the Registered Agent in the State of Florida shall be CHRISTOPHER CANFIELD, whose address is 111 Royal Park Drive, Fort Lauderdale, Broward County, Florida 33309.

ARTICLE VII

This corporation shall have one (2) directors, initially: CHRISTOPHER CANFIELD, 111 Royal Park Drive, Fort Lauderdale, Broward County, Florida 33309, and BRIAN TREMELLEN, 111 Royal Park Drive, Fort Lauderdale, Broward County, Florida 33309. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors, the President, Vice-President and Secretary, Treasurer are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
CHRISTOPHER CANFIELD	111 Royal Park Drive Fort Lauderdale, FL 33309	President/ Director

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SECRETARY OF STATE
CORPORATE RECORDS SECTION

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
BRIAN TREMELLEN	111 Royal Park Drive Fort Lauderdale, FL 33309	Vice-President/ Secretary/ Treasurer/ Director

ARTICLE IX

The name and address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>PAID</u>
CHRISTOPHER CANFIELD	111 Royal Park Drive Ft. Lauderdale, FL 33309	Fifty-One (51)	\$51.00
BRIAN TREMELLEN	111 Royal Park Drive Ft. Lauderdale, FL 33309	Forty-Nine (49)	\$49.00

ARTICLE X

In accordance with Florida Statutes, §607.0630 it is expressly provided herein that the shareholders of this corporation shall have pre-emptive rights in any new stock of the same kind, class or series as that which they already hold and they shall have the right to purchase their 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, which price in the case of par value shares may be in excess of par.

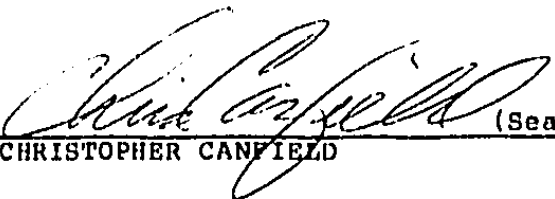
ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved

at a stockholders meeting by the majority of the stockholders
entitled to vote thereon.

ARTICLE XII

It is the intention of these Articles that the Directors
shall sell the capital stock of this corporation in accordance
with the conditions of Section 1242-1244, inclusive, of the
Internal Revenue Code.

BY:  (Seal)
CHRISTOPHER CANFIELD

BY:  (Seal)
BRIAN TREMELLEN

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SECRETARY OF STATE
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STATE OF FLORIDA :

: 88.

I HEREBY CERTIFY, that on this 17th day of April, 1995, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, CHRISTOPHER CANFIELD, to me well known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation of HONKYWEAR, INC., and who produced his Florida Driver's License as his identification, and who acknowledged before me that he subscribed to those Articles of Incorporation, and who did take an oath, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Fort Lauderdale,
Broward County, Florida this 17th day of April, 1995.

NOTARY PUBLIC, STATE OF FLORIDA

Name: CAROL- JEAN CANTIER

My Commission Expires: 6-23-98

Personally Known ✓
or
Produced Identification _____

Type of Identification Produced _____

STATE OF FLORIDA :

ss.

COUNTY OF BROWARD:

I HEREBY CERTIFY, that on this 17th day of April, 1995, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, BRIAN TREMELLEN, to me well known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation of HONKYWEAR, INC., and who produced his Florida Driver's License as his identification, and who acknowledged before me that he subscribed to those Articles of Incorporation, and who did take an oath, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida this 17th day of April, 1995.

Carol Jean Canfield
NOTARY PUBLIC, STATE OF FLORIDA

Name: CAROL JEAN CANFIELD

My Commission Expires: 6-23-98

Personally Known ✓

or
Produced Identification _____

Type of Identification Produced _____

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, HONKYWEAR, INC., organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent and Registered Office in the State of Florida.

1. The name of the corporation is:

HONKYWEAR, INC.

2. The name and address of the corporation's Registered Agent and Registered Office is:

CHRISTOPHER CANFIELD
111 Royal Park Drive
Fort Lauderdale, Florida 33309

Having been named as Registered Agent and to accept service of process for the above-referenced 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.

Dated this 17th day of April, 1995.


CHRISTOPHER CANFIELD

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STATE
CORPORATION
DIVISION