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LAZARUS CORPORATE INDUSTRIES, INC. Hingunstuf's Numel HOD S.W. HT AVENUE, SHITE: 16 IAIJIEEE MIAMI, PLORIDA 33174 (305)552-5973 OFFICE USE ONLY (City, State, Zigi) (Phone #) LOCAL REPRESENTATIVE TALLAHASSEE 1904) 305-6735 000001489440 -05/16/95--01144--004 CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): ****122.50 ****122.50 (Document #) (Carpornuan Nume) (Document #) (Corporation Name) (Document #) (Carporation Name) (Document #) Walk in Pick up time 200 Certified Copy Mail out Will wait Photocopy Certificate of Status NEW FILINGS **AMENDMENTS** Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Nerger OTHER FILINGS REGISTRATION/ QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation

> Reinstatement Trademark

Other

CR21.011(10/92)

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Examiner's Initials

95 AFR 28 PM 2: 54

ARTICLES OF INCORPORATION

QE

SHIRTIQUE, INC

ARTICLE_I

The name of this corporation is:

SHIRTIQUE, 140

ARTICLE II

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

- 1. TO OPERATE SHIRTIQUE RETAIL STORES IN California AND TO ENGAGE IN ANY LAWFUL BUSINESS.
- 2. To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
- 3. To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.
- 4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, note and other evidences of indebtedness and execute such mortgages, transfers or corporate

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

ARTICLE_V

The corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is: 7th floor 1110 Brickeel Avenue Miami Florida 33131

The Board of Directors may, from time to time, move the principal office to any other address in Florida. Branch offices may be maintained at such other places in the State of Florida, the United States of America and foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE_VII

This corporation shall have not less than one director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders but shall never be less than one. This corporation shall begin with <u>ONE</u> Director(s).

ARTICLE VIII

The Registered Agent of this corporation is:

RONALD GOULD

and the registered office is at:

7th Floor, 1110 Brickell Avenue Miami, Florida 33131

ARTICLE IX

The names and street addresses of each incorporator to these Articles of Incorporation are as follows:

NAME Ronald Gould _____ADDRESS C/O Ronald Gould 7th Floor, 1110 Brickell

Miami, Florida 33131

ARTICLE X

The names and street address of each subscriber to the stock only of said corporation are as follows:

NAME	ADDRESS	NUMBER OF SHARES
None	None	None

ARTICLE_XI

The names and street address of the members of the first Board of Directors and Officers who shall hold office for the first year of existence of this corporation or until their successors are elected and have qualified are:

NAME ADDRESS OFFICE	NAME	ADDRESS	OFFICE
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YOGESH PATEL c/o Ronald Gould 7th fl. 1110 Brickell Avenue Maimi, Fl.33131

ARTICLE_XII

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 Stockholder's Meeting by a majority of the stock entitled to vote thereon.

ARTICLE XIII

The stockholders of this corporation may enter into agreements between themselves respecting their respective rights

and duties with reference to the shares of stock of this corporation; and such agreements may include any limitation upon the transferability of assignment of the stock and the conferring of pre-emptive rights of purchase upon the stockholders as condition precident to the sale or other stock; and such agreement shall be valid and this corporation may join as a party thereto.

ARTICLE XIV

This corporation may, by action taken at any meeting of its Board of Directors, sell, lease or exchange all of its property and assets including its good will, its corporate franchises or any property or assets essential to its corporate business upon such terms and conditions as its Board of Directors shall deem necessary as authorized by an affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise a majority of the voting power outstanding, provided however, that no vote or consent of stockholders shall be necessary for a transfer of assets by way of mortgage, trust or pledge to secure the indebtedness of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 26th day of April, 1994

Rand Hand

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST,

SHIRTIQUE AL.

THAT

(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF CORAL GABLES, STATE OF FLORIDA, HAS NAMED RONALD GOULD REGISTERED AGENT

LOCATED AT 7th Floor, 1110 Brickell Avenue, Miami, Florida 33131 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPOPATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREED TO ACT IN THIS CAPACITY: AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

(RESIDENT AGENT)

(DATE