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RONALD M. MAYERSOHN

TEL 305-933-2885

FAX 305-933-3380

To: DIVISION OF CORPORATIONS
From: Ronald Mayersohn
Date: 04/28/1995
Subject: HAT FACTORY, INC.

200001470522
-05/02/95--01058--017
***122.50 ***122.50

TO WHOM IT MAY CONCERN;

ENCLOSED PLEASE FIND THE CERTIFICATE OF INCORPORATION FOR THE ABOVE
NAMED COMPANY, ALSO A CHECK FOR \$122.50 TO COVER FEES.

THANK YOU,



RONALD MAYERSOHN

SECRETARY SERVICE
DIVISION OF CORPORATIONS
55 MAY - 1 PM 2:27
5/5

DATE April 30, 1995

SECRETARY OF STATE
CORPORATE DIVISION
STATE OF FLORIDA
TALLAHASSEE, FLORIDA 32304

RE: The Hat Factory, Inc. INC.
(NAME OF CORPORATION)

GENTLEMEN:

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION TOGETHER WITH A COPY OF
SAID ARTICLES FOR The Hat Factory, Inc.
(NAME OF CORPORATION)

OUR CHECK IN THE AMOUNT OF \$122.50 INCLUDES THE FOLLOWING:

FILING FEE

CHARTER TAX

REGISTERED AGENT

CERTIFIED COPY

TOTAL \$122.50

RESPECTFULLY SUBMITTED,

Ronald Mayersohn

INDIVIDUAL'S NAME

The Hat Factory, Inc.

NAME OF CORPORATION

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 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT The Hat Factory, Inc.
(Name of Corporation)

WITH ITS PLACE OF BUSINESS AT 206 N.E. 65th Street Miami, FL 33138
(Business Address, City and State)

HAS NAMED Ken Slutsky
(Name of Registered Agent)

LOCATED AT 206 N.E. 65th Street
(Street Address and Number Of Building,
Post Office Box Addresses ARE NOT Acceptable)

CITY OF Miami, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
(City)

OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(Corporate Officer)

TITLE President

DATE April 28, 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 MAY - 1 PM 2:27

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE [Signature]
(REGISTERED AGENT)

DATE April 28, 1995

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327, TALLAHASSEE, FL 32314

(NOTE: There is a filing fee of \$3.00 for this certificate)

CERTIFICATE OF INCORPORATION

-of-

The Hat Factory, Inc.

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be:

The Hat Factory, Inc.

ARTICLE II

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

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

208 N.E. 65th Street

Miami, Fl 33138

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors of this Corporation are as follows:

<u>Ken Slutsky</u>	<u>208 N.E. 65th Street Miami, Fl 33138</u>
<u>Ronald Mayersohn</u>	<u>3700 Island Blvd. Williams Island, Fl 33160</u>
_____	_____
_____	_____
_____	_____

ARTICLE IX

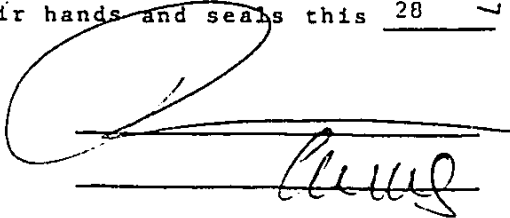
The names and street addresses of the persons signing these Articles of Incorporation as subscriber is as follows:

<u>Ronald Mayersohn</u>	<u>3700 Island Blvd Williams Is, FL 33160</u>
_____	_____
<u>Ken Slutsky</u>	<u>208 N.E. 65th Street</u>
_____	<u>Miami, FL 33138</u>

ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, Ronald Mayersohn AND Ken Slutsky, both being natural persons, competent contract, have hereunto set their hands and seals this 28 day of April 1995.

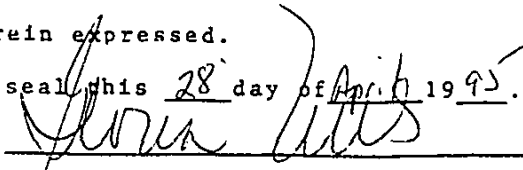


SECRETARY OF STATE
DIVISION OF CORPORATE
95 MAY -1 PM 8:27

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared Ronald Mayersohn and Ken Slutsky to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 28 day of April 1995.



Notary Public Official Notary Seal
My commission expires April 28, 1998
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 00000000

(Notary Seal)

(B)