

JAMES E. MALONE CPA
P9500037068

THE COTTON EXCHANGE, INC.

Please return to:

James E Malone CPA

PO Box 501

Dania FL 33004

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95 MAY -8 PM 2:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE COTTON EXCHANGE, INC.

TO: THE HONORABLE SECRETARY OF THE STATE OF FLORIDA:

The undersigned does hereby make, subscribe, acknowledge and file the following articles for the purpose of becoming a corporation under the Laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be:
"THE COTTON EXCHANGE, INC."

ARTICLE II.

The general nature of the business to be transacted by the corporation shall be as follows:

To conduct the business of buying, manufacturing and selling goods and services of all types and nature, including but not limited to, retail clothing and other apparel, to and from the general public, for barter or cash, and to receive and provide inventory consignments of all types; to act as purchasing agent for domestic or foreign entities; to act as brokers in all types of transactions; to make varied and assorted investments, including the purchases of properties, securities for its own account, and options on personal and real properties on its own account; and to conduct all such related and necessary business activities as may be necessary for the successful conduct of the business of the corporation;

To conduct business at one or more offices in this State or other states and foreign countries; to enter into, make, perform, and carry out contracts of every kind and for any lawful purposes with any person, firm, association or corporation;

To issue bonds, debentures or obligations of the company from time to time for any of the objects and purposes of the company and to secure same by mortgage, pledge, deed of trust or otherwise;

To buy, sell, issue, lease, manufacture, and generally trade in all kinds of goods, wares, merchandise and services at wholesale and retail; to purchase and acquire, sell, lease, deal and trade in real property of every class and description, whether as principal on its own account or as agent, factor or broker for others;

To purchase, hold, and re-issue the shares of its capital stock, and to subscribe to, purchase or otherwise acquire, or to guarantee or to become surety in respect to the stock, bonds or other securities and obligations of other companies;

To do all such things as are incidental or conducive to the premises, and to do all and every thing necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation;

To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein, without limits as to amounts; to buy, sell, assign, convey, and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate and the negotiating of loans; to draw, accept, endorse, discount, and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise;

In general, to carry on any other incidental business in connection with the foregoing, and to have and exercise all the powers conferred by the Laws of the State of Florida upon corporations of this character.

No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all powers now, or which may be conferred upon corporations for profit under the Laws of the State of Florida, are hereby included and prayed for.

ARTICLE III.

The maximum number of shares of stock which this corporation shall have at any time shall be ONE HUNDRED (100) SHARES, each share to have a par value of ONE DOLLAR (\$1.00), all of which shares are to be issued fully paid and non-assessable. The capital stock of this corporation may be paid for in lawful money of the United States or in property, labor, or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors.

ARTICLE IV.

The amount of capital with which this corporation shall begin business shall be ONE HUNDRED DOLLARS (\$100.00).

ARTICLE V.

The existence of this corporation shall be perpetual.

ARTICLE VI.

The principal office and place of business of this corporation shall be at:

10175 W. Sunrise Blvd., Plantation, Florida 33322, with privilege of establishing other offices and places of business throughout the State of Florida and other states and foreign countries.

ARTICLES VII.

The number of Directors of the corporation shall be ONE (1) or more.

ARTICLE VIII.

The name and address of the Director who, subject to the By-Laws, have been selected to hold office until such time as their successors may be elected and has been qualified, are as follows:

GREGORY P. ANTOINE
Director

10175 W. SUNRISE BLVD.
PLANTATION FL 33322

ARTICLE IX.

The name and address of the subscriber to the Certificate of Incorporation, and the number of shares he agrees to take, with all other authorized shares remaining unissued at the time of incorporation, are as follows:

GREGORY P. ANTOINE
10175 W. SUNRISE BLVD.
PLANTATION FL 33322

100 SHARES

ARTICLE X.

The name and registered office of the Registered Agent of the Corporation is as follows:

GREGORY P. ANTOINE
10175 W. SUNRISE BLVD.
PLANTATION FL 33322

The regulation of the business and the conduct of the affairs of the corporation, and the provisions creating or limiting the powers of the Corporation, the Director and the Stockholder(s), or any class of Stockholder(s), including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates (provided such provisions are not contrary to the Laws of this State) shall be controlled by the By-Laws which shall be adopted by the corporation within sixty (60) days after the corporation shall have been formed, which said By-Laws may, from time to time and whenever necessary, be amended by the Board of Director(s) of the Corporation.

X Gregory P. Antoine
Gregory P. Antoine, Director

BEFORE ME, the undersigned authority, this day personally appeared GREGORY P. ANTOINE, who, being first duly cautioned and sworn, on oath did depose and say:

SWORN TO AND SUBSCRIBED BEFORE ME, at Broward
County this 2 day of May, 1995.

M P MALONE
Notary Public STATE OF FLORIDA
My Comm Exp 7/30/95
BONDED

HAVING BEEN NAMED to accept service of process for the corporation, THE COTTON EXCHANGE, INC., at the place designated in this certificate, I DO HEREBY accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



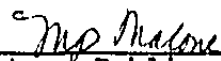
Gregory P. Antoine, Resident Agent of
THE COTTON EXCHANGE, INC.

STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

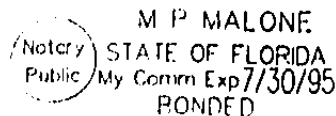
BEFORE ME, the undersigned authority, this day personally appeared Gregory P. Antoine, who, being first duly cautioned and sworn, on oath did depose and say:

THAT he is the person described in and who executed the above acceptance as Resident Agent for the purposes therein set forth.

SWORN TO AND SUBSCRIBED BEFORE ME, at Broward
County this 3 day of May, 1995.



Notary Public, State of Florida
My Commission Expires:



FILED
95 MAY -8 PM 2:57
TALLAHASSEE, FLORIDA