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KEVIN J. D'ESPIES  
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June 2, 1995

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\*\*\*\*122.50 \*\*\*\*122.50

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

RE: Clothestrak, Inc.

Dear Sir/Madam:

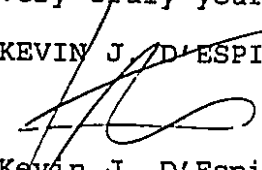
Enclosed you will find an original and one copy of the Articles of Incorporation for the above referenced entity, along with our check in the amount of \$122.50 for your filing fee.

Please file this corporation and return a copy of the Articles to the undersigned in the enclosed self-addressed stamped envelope at your earliest convenience.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,

KEVIN J. D'ESPIES, P.A.

  
Kevin J. D'Espies, Esq.

KJD/cme  
Enclosures

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95 JUN -6 PM 5:37  
TALLAHASSEE, FLORIDA

SAB  
12/12/95

ARTICLES OF INCORPORATION

OF

CLOTHESTRAK, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is CLOTHESTRAK, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - PRINCIPAL OFFICE

The initial principal office of this Corporation will be located at: 1240 West River Drive, Margate, Florida 33063.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED  
OFFICE AND AGENT

The address of the initial registered office of this Corporation shall be 1215 Southeast 2nd Avenue, Suite 102, Fort Lauderdale, Florida 33316-1815 and the initial registered agent of this Corporation at such office shall be Kevin J. D'Espies, Esquire, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office for service of process, and with Section 607.0505, as amended from time to time, with respect to the duties of a registered agent.

ARTICLE VII - DIRECTORS

The business of this corporation shall be managed by a Board of Directors. There shall be three (3) Directors initially. The

number of Directors may be increased, and after such increase, decreased from time to time by bylaws adopted by the shareholders. In no event shall the number of Directors be less than one.

The names and addresses of the members of the first Board of Directors are:

Robert Bell	1240 West River Drive Margate, FL 33063
Peter J. Quartararo	1240 West River Drive Margate, FL 33063
John H. Forsyth	1240 West River Drive Margate, FL 33063

#### ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

#### ARTICLE IX - INCORPORATOR


The name and street address of the person signing these Articles of Incorporation is: Kevin J. D'Espies, Esquire, 1215 Southeast 2nd Avenue, Suite 102, Fort Lauderdale, FL 33316-1815.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation at Fort Lauderdale, Florida, this 2nd day of June, 1995.

  
KEVIN J. D'ESPIES, Esquire

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF BROWARD    )

The foregoing Articles of Incorporation of CLOTHESSTRAK, INC. were acknowledged before me on this 2nd day of June, 1995 by Kevin J. D'Espies, Esquire, as Incorporator.

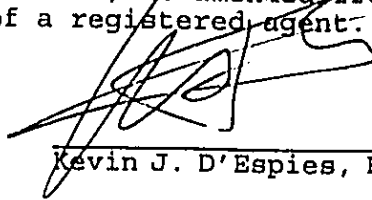
  
Notary Public

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for at the place designated in the Articles of Incorporation, Kevin J. D'Espies, Esquire agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office, and with Section 607.0505, as amended from time to time, with respect to the duties of a registered agent.



Kevin J. D'Espies, Esquire

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FILED  
95 JUN -6 PM 5:37  
FORSYTH COUNTY  
FLORIDA

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

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NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Clothes Trak, Inc. No. 52834

- ☒ Courier Express™
- ☐ Art. of Inc. Filing
- ☐ Corp. Record Search
- ☐ Ltd. Partnership Filing
- ☐ Foreign Corp. Filing
- ☒ ( ) Other Copy(s)
- ☐ Art. of Amend. Filing
- ☐ Dissolution/Withdrawal
- ☐ C U S-
- ☐ Fictitious Name Filing
- ☐ Name Reservation
- ☐ Annual Report/Reinstatement
- ☐ Reg. Agent Service
- ☐ Document Filing
- ☐ Corporate Kit
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ Document Retrieval
- ☐ UCC 1 or 3 Filing
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ File No.'s, Copies
- ☐ Courier Service
- ☐ Shipping/Handling
- ☐ Phone ( )
- ☐ Top Priority
- ☐ Express Mail Prep.
- ☐ FAX ( ) pgs.

## SUBTOTALS

FEE.....\$  
 DISBURSED.....\$  
 SURCHARGE.....\$  
 TAX on corporate supplies.....\$  
 SUBTOTAL.....\$  
 PREPAID.....\$  
 BALANCE DUE.....\$

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	AAK		

WALK-IN Will Pick Up 8-2 11:00

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CLOTHESTRAK, INC.

95 AUG -2 AM 10:49  
SECRET  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: ARTICLE V - CAPITAL STOCK, is hereby deleted and in its place, the following is added:

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 3,000,000 shares of common stock having a par value of \$.0001 per share.

SECOND: ARTICLE VII - DIRECTORS, is hereby amended to provide that the number of directors of the Corporation shall be increased from three (3) to seven (7).

THIRD: The date of each Amendment's adoption is July 13, 1996.

FOURTH: The Adoption of each Amendment was unanimously approved by the shareholders.

Signed this 21 day of July, 1996.

CLOTHESTRAK, INC.

By: Robert O. Bell, II  
Robert O. Bell, II  
Chairman