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LAW OFFICES

*Sheldon R. Rosenthal*

SUITE 1040 CITY NATIONAL BANK BUILDING

25 WEST FLAGLER STREET

*Miami, Florida 33130*

TELEPHONE 378-1452

"FAX" 358-8020

AREA CODE 305

June 21, 1995

100001521951  
-06/23/95--01062--013  
\*\*\*\*122.50 \*\*\*\*122.50

Corporate Records Bureau  
Division of Corporations  
Dept. of State  
P. O. Box 6327  
Tallahassee, Fl. 32314

Re: Incorporation of MODA D'ITALIA CLOTHING, INC.

Gentlemen,

In connection with the above-captioned matter, enclosed please find fully executed original and copy of Articles of Incorporation, together with my check made payable to your order in the sum of \$122.50 representing the cost of filing these Articles.

After the Articles have been filed, please forward certified copy of same directly to the undersigned, together with your Certificate acknowledging the filing of this document.

Thank you for your courtesy and cooperation.

Very truly yours,

  
SHELDON R. ROSENTHAL

JUN 26 1995 BSB

SRR/vh  
Enc.

FILED  
95 JUN 23 PM 3:25  
SEAL OF THE STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MODA D' ITALIA CLOTHING, INC.

FILED  
95 JUN 23 PM 3: 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\*\*\*\*\*

THE UNDERSIGNED do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be: **MODA D' ITALIA CLOTHING, INC.**, a Florida Corporation

ARTICLE II - PURPOSE

A. To carry on and engage in the retail sale, manufacture, repair, and rental of any and all type of men's clothing including all accessories thereto and to perform all other acts which may be necessary or related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit:

**FIFTY(50)** Shares of Common Stock, having no par value.

#### **ARTICLE IV - POWERS**

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

#### **ARTICLE V - TERM OF EXISTENCE**

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

#### **ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be:  
70 Miracle Mile, Coral Gables, Florida 33134

#### **ARTICLE VII - REGISTERED AGENT AND OFFICE**

The Registered Agent for the Corporation shall be **ANTHONY MALLOGGI**, and the Registered Office shall be located at: 70 Miracle Mile, Coral Gables, Florida 33134, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

#### **ARTICLE VIII - OFFICERS AND MANAGEMENT**

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Anthony Malloggi	President & Vice President	70 Miracle Mile Coral Gables, Florida 33134
Harry Medina	Secretary & Treasurer	70 Miracle Mile Coral Gables, Florida 33134

#### ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of Two (2) , but not more than five (5) persons.

#### ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Anthony Malloggi	70 Miracle Mile Coral Gables, Florida 33134
Harry Medina	70 Miracle Mile Coral Gables, Florida 33134

#### ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
Anthony Malloggi	70 Miracle Mile Coral Gables, Florida 33134	50	\$500.00
Harry Medina	70 Miracle Mile Coral Gables, Florida 33134	-0-	\$ -0-

#### ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

#### ARTICLE XIII - VOTING RIGHTS



That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

#### ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of

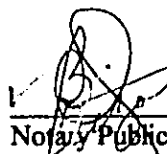
the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hand and seal  
at Miami, Dade County, Florida, this                      day of June, 1995

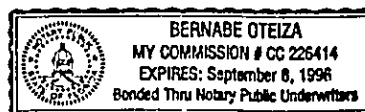
 (SEAL)  
ANTHONY MALLOGGI  
 (SEAL)  
HARRY MEDINA

STATE OF FLORIDA    )  
                                  ) ss  
COUNTY OF DADE    )

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of June, 1995, by ANTHONY MALLOGGI, who is personally known to me or has produced his driver's license as identification and who did (did not) take an oath; and by HARRY MEDINA, who is personally known to me or who has produced his driver's license as identification and who did (did not) take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

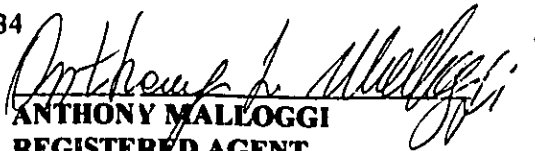
My Commission Expires:



**CERTIFICATE ACCEPTING DESIGNATION**  
**AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of  
**MODA D' ITALIA CLOTHING, INC.**, a Florida Corporation and agree to serve as it  
Registered Agent, to accept service of process within the State at its Registered Office  
located at:

70 Miracle Mile, Coral Gables, Florida 33134

  
**ANTHONY MALLOGGI**  
**REGISTERED AGENT**

FILED  
95 JUN 23 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA