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July 13, 1995

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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RE: ARTICLES OF INCORPORATION FOR CLINTON CLOTHING COMPANY, INC.
MY FILE NO. 537.9501

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of incorporation for Clinton Clothing Company, Inc. for registration as a corporation under the laws of the State of Florida along with my trust account check in the sum of \$122.50 made payable to Secretary of State.

Please file the original Articles and return a certified copy to this office at:

PETER D. SPINDEL, ESQ.
7731 Southwest 62 Avenue
Suite 203
South Miami, Florida 33143-4908
Telephone: (305) 661-6661
Facsimile: (305) 663-4768

In the event that there is any problem with this filing please telephone or write me at once.

As always, I remain,

Yours very truly,


PETER D. SPINDEL

PDS/og
encls.

7/19/95
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ARTICLES OF INCORPORATION OF CLINTON CLOTHING COMPANY, INC.

The undersigned incorporator hereby forms a corporation under Title XXXVI, Chapter 607, Florida Statutes.

ARTICLE I. - NAME

The name of the corporation shall be: Clinton Clothing Company, inc.

The address of the principal office of this corporation shall be 1400 Northeast 191 Street, Suite 242, North Miami Beach, FL 33179, and the mailing address of the corporation shall be the same.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

a. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

b. To enter into, make and perform contracts of every kind, or any lawful purpose, without limit as to amount with any person, firm, association, partnership, corporation, cooperative, village, town, city, county, state, territory, nation or government.

c. To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in land and

leaseholds, and hold any interest, estate and rights in real property, and personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any and all powers set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

d. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any other corporation or corporations organized under the laws of the State of Florida or any other state, government or nation, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

e. To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except for the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, or counted as outstanding for the purposes of any stockholders' quorum or vote.

f. To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the protection and

benefit of this lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any and all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. - ADDRESS

The street address of the initial registered office of the corporation shall be 7731 Southwest 62 Avenue, Suite 203, South Miami, Florida 33143-4908, and the name of the initial registered agent of the corporation at that address is Peter D. Spindel, Esq.

ARTICLE V. - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of the Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two directors, initially. The names and

street addresses of the initial members of the Board of Directors are:

Daniel Siberio Director	1400 Northeast 191 Street Suite 242 North Miami Beach, FL 33179
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Ana B. Campos-Siberio Director	1400 Northeast 191 Street Suite 242 North Miami Beach, FL 33179
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ARTICLE VIII. - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Daniel Siberio President	1400 Northeast 191 Street Suite 242 North Miami Beach, FL 33179
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Ana B. Campos-Siberio Treasurer	1400 Northeast 191 Street Suite 242 North Miami Beach, FL 33179
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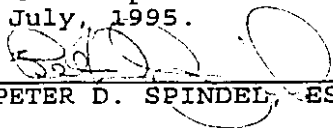
Ana B. Campos-Siberio Secretary	1400 Northeast 191 Street Suite 242 North Miami Beach, FL 33179
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ARTICLE IX. - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Peter D. Spindel, Esq.
7731 Southwest 62 Avenue
Suite 203
South Miami, Florida 33143-4908

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 13th day of July, 1995.


PETER D. SPINDEL, ESQ

(SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY, that on this day, before me a Notary Public at large, duly authorized in the state and county named above to take acknowledgements, personally appeared Peter D. Spindel, Esq., who is personally known to me and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at South Miami, Dade County, Florida this 10th day of July, 1995.


FRANK A. ABRAMS
NOTARY PUBLIC AT LARGE, STATE OF FLORIDA

My commission expires: June 21, 1999

Commission No. _____




FRANK A. ABRAMS
MY COMMISSION # CC403830 EXPIRES
June 21, 1999
BONDED THIRD TIER FARM INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

Having been named as Registered Agent in the above and foregoing Articles of Incorporation, I am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Dated : July 13, 1995


PETER D. SPINDEL, ESQ.