

P95000056965

LAZARUS CORPORATE INDUSTRIES, INC.
(Requestor's Name)

890 S.W. 87 AVENUE, SUITE 16
(Address)

MIAMI, FLORIDA 33174 (305) 552-5973
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

(904) 385-6715

OFFICE USE ONLY

200001546482
-07/26/95--01019--0006
****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SOUTH BEACH APPAREL, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

(As per conversation
w/ Gus Suarez.
Alex Leiter is the
owner of the
TM also.

7-21-95
JAH

Examiner's Initials

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
95 JUL 24 PM 3:35

95 JUL 24 PM 11:32

ARTICLES OF INCORPORATION
OF
SOUTH BEACH APPAREL, INC.

55 JUL 24 PM 3:35

FILED
SECRETARY OF STATE
TAMPA, FLORIDA

ARTICLE I - NAME

The name of this corporation is: SOUTH BEACH APPAREL, INC.

ARTICLE II - PURPOSE

This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock at One Dollar (\$1.00) par value.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE V - PRINCIPAL OFFICE

The principal office of the corporation is: 6789 Brookline Drive, Miami, FL 33015.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The principal address of the initial registered office of the corporation is: 2151 Le Jeune Road, Mezzanine, Coral Gables, FL 33134-4200, and the name of the initial registered agent of this corporation at that address is: Gus Suarez.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 director(s) initially. The number of directors may be either increased or diminished from time

to time as provided for in the By-laws, but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is/are: Alex A. Leiter, 6789 Brookline Drive, Miami, FL 33015; and Luis F. Leiter, 6789 Brookline Drive, Miami, FL 33015.

ARTICLE VIII - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Secretary of State.

ARTICLE IX - INCORPORATORS

The name(s) and address(es) of the person(s) signing these Articles of Incorporation is/are: Luis F. Leiter, 6789 Brookline Drive, Miami, FL 33015.

ARTICLE X - BY-LAWS

The power to adopt, amend or repeal the by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended as provided by law.

ARTICLE XII - VOTING RIGHTS

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares of common stock.

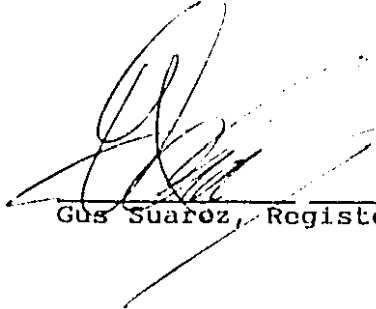
ARTICLE XIII - GENERAL OPERATION PROCEDURES

The affairs of this corporation shall be conducted by the incorporator(s) until such time as the stock of the corporation is

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Having been named to accept service of process for SOUTH BEACH APPAREL, INC. at the place designated in its articles of incorporation, I hereby agree to act in this capacity and to comply with the provisions of F.S. 607.0505 and all statutes relative to the proper and complete performance of my duties.

Dated: July 21, 1995.



Gus Suarez, Registered Agent

95 JUL 24 PM 3:37

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

P95000056965

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Requestor's Name

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Address

MIAMI, FL 33174 (305) 552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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CERTIFICATE OF STATUS

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
SOUTH BEACH APPAREL, INC.

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TALLAHASSEE
FLA

Pursuant to the provisions of Chapter 607.1001, et seq.,
Florida Statutes, the undersigned corporation adopts the following
Articles of Amendment to its Articles of Incorporation, filed July
24, 1995, under Charter Number: P95000056965:

1. The name of the corporation is SOUTH BEACH APPAREL, INC.
(the "Corporation").

2. Article I of the Articles of Incorporation of the
Corporation is amended to read as follows:

ARTICLE I - NAME

The name of this corporation is: 5TH & OCEAN CLOTHING,
INC.

3. Article V of the Articles of Incorporation of the
Corporation is amended to read as follows:


ARTICLE V - PRINCIPAL OFFICE

The principal office of the corporation is: 2681 West
81st Street, Hialeah, FL 33016.

4. This Amendment was approved and adopted by the
Corporation's shareholders on the 22nd day of August, 1996.

IN WITNESS WHEREOF, SOUTH BEACH APPAREL, INC., has caused
these Articles of Amendment to be executed on this 22nd day of
August, 1996.

SOUTH BEACH APPAREL, INC.

By: 
ALEX A. LEITER, Pres.

SHAREHOLDERS CONSENT TO AMENDMENT OF ARTICLES OF INCORPORATION OF
SOUTH BEACH APPAREL, INC.

WE, THE UNDERSIGNED, being all of the shareholders of SOUTH BEACH APPAREL, INC., a corporation created and existing under and by virtue of the laws of the State of Florida, deeming it advisable and best for the interest of said corporation that the Articles of Incorporation should forthwith be amended to change the name of the corporation from SOUTH BEACH APPAREL, INC. to 5TH & OCEAN CLOTHING, INC., hereby consent to the amendment of the Articles of Incorporation of said corporation, and do sign this consent to the end that said amendment may be filed in the offices of the Secretary of State of the State of Florida.

SHAREHOLDERS:


ALEX N. LEITER


LUIS F. LEITER

Dated this 22nd day of August, 1996.