P95000056965

(Requestor's Name 890 S.W. 87 AVENU (Address) MIAMI, FLORIDA 3 (City, State, Zip) LOCAL REPRESENTAT (904) 385-6715	E, SUITE: 16 3174 (305)552-5973 (Phone #) IVE TALLAHASSEE	OFFICE USE ONLY	ตากสาก 1 534 634 636 772679501049006 ***122.50 ****122.50
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NEW FILINGS	AMENDMENTS		35
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NonProfit	Resignation of R.A., Offi	cer/Director	A
Limited Liability	Change of Registered Ag	ent	95
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OTHER FILINGS	REGISTRATION/]	
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ARTICLES OF INCORPORATION OF SOUTH BEACH APPAREL, INC.

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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 <u>2</u> 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.

ARTCLE 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

issued to the subscriber(s) of the stock of this corporation. The authority of the incorporator(s) shall include: 1) the adoption of the Articles of Incorporation, and 2) such other activities as are necessary to the administration of the affairs of this corporation during the period of time prior to the issuance of stock to the subscriber(s) and the meeting of the first Board of Directors. Once the stock of the corporation has been issued, the affairs of this corporation shall be conducted by the stockholders and the Board of Directors according to law.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation this 2/57 day of July, 1995.

LUIS V. LEINER

STATE OF FLORIDA)

COUNTY OF DADE)

THE FOREGOING INSTRUMENT was acknowledged before me this 2/57 day of July, 1995, by Luis F. Leiter, who is personally known to me or who has produced <u>ft Detects there</u> as identification and who did (did not) take an oath.

My Commission Expires:

OFI GOP My Cor Fe Comm.

OFFICIAL SEAL GONZALO PEREZ My Commission Expires Feb. 23, 1996 Comm. No. CC 182136 Notary Public State of Florida

Name and Serial No. of Notary

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 APPAREN, 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 Suaroz, Registered Agent

95 JUL 21 PH 3: 37

LAZARUS CORPORATE INDUSTRIES, INC. Requestor's Name 890 S.W. 87 AVENUE SUITE:16 Address M1AM1, FL 33174 City/State/Zip (305)552-5973... Phone # LOCAL REPRESENTATIVE TALLAHASSE Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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Examiner's Initials

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

Pursuant to the provisions of Chapter 607.1001, et seq., ?? Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Arteles 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 1 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 Wes: 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 <u>22nd</u> day of August, 1996.

SOUTH BEACH APPAREL, INC.

ALEX A LETTER Proc

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 A. LEITER

LUIS F. LEITER

Dated this 22nd day of August, 1996.