

P95000062532

Arthur H. Brand, Ph.D.
9641 N.W. 49 Place
Coral Springs, FL 33076

July 27, 1994

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: Articles of Incorporation of
Dysfunctional Designs, Inc.

500001549825
-07/31/95--01092--019
*****78.75 *****78.75

Gentlemen:

Please find enclosed herein the following documents with regard to
the above-captioned matter:

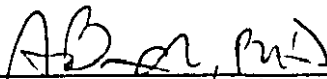
1. Original and one copy of Articles of Incorporation.

Also enclosed is my check #3051 in the amount of \$78.75,
representing the following filing fees: \$35.00 for Articles of
Incorporation; \$35.00 for Certificate of Designation, Registered
Agent/Registered Office; and \$8.75 for Certificate of Good
Standing.

Please return the Certificate of Good Standing together with the
charter for said corporation to the undersigned.

Thank you in advance for your anticipated cooperation.

Very truly yours,



Arthur H. Brand, Ph.D.
9641 N.W. 49 Place
Coral Springs, FL 33076

(625)

FILED
95 JUL 31 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 2 1994 BSB

W95-15525



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 2, 1995

ARTHUR H. BRANK, PH.D.
9641 N.W. 49TH PLACE
CORAL GABLES, FL 33076

SUBJECT: DYSFUNCTIONAL DESIGNS, INC.
Ref. Number: W95000015525

We have received your document for DYSFUNCTIONAL DESIGNS, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 095A00036380

August 10, 1995

Ms. Brenda Baker
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Dysfunctional Designs, Inc.
Ref. No. W95000015525
Letter No. 095A00036380

Dear Ms. Baker:

As discussed, enclosed please find:

1. your letter dated August 2, 1995 referenced above; and,
2. revised articles of incorporation showing an effective date in Article II, page 1, of receipt by your office.

If you require anything else, please advise. Also, please note the spelling of my last name (Brand, not Brank) and home city (Coral Springs, not Gables).

Thank you in advance for your cooperation.

Very truly yours,

Arthur H. Brand, Ph.D.
9641 N.W. 49th Place
Coral Springs, FL 33076

ARTICLES OF INCORPORATION
OF
DYSFUNCTIONAL DESIGNS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Laws and Statutes of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name by which this Corporation will be known, and under which it will conduct business shall be: DYSFUNCTIONAL DESIGNS, INC.

ARTICLE II

Term of Duration

This corporation will come into existence when received by the Florida Secretary of State and shall have perpetual existence.

ARTICLE III

Nature of Business

The general nature of the business(es), proposed object(s), and/or purpose(s) to be transacted, promoted, and/or carried on are to do any and all things; both as Principals and/or Agents, as hereinafter mentioned as fully and to the same effect and/or extent as natural persons and/or other Corporations might or could do.

This Corporation may engage in any and all activities, businesses, and/or objects permitted under the Laws of the State of Florida, said Corporation's primary purpose to be the design and distribution of novelty and clothing items.

ARTICLE IV

Capitalization

The amount of capital with which this Corporation will begin business shall be 100 shares at \$1.00 par value.

This Corporation shall be authorized to issue any amount of additional Shares of Stock (Common and/or Preferred) when and for such consideration as may be determined from time to time by the Board of Directors at a meeting of the Board of Directors called for that purpose.

ARTICLE V

Directors

The business(es), purposes(s), and object(s) of this Corporation shall be managed by the Board of Directors which shall be headed by a Chairman of the Board. Initially, the Board shall be composed of One (1) Director who shall act as its Chairman and who shall exercise complete and absolute control of this Corporation. The number of Directors may be increased or decreased from time to time by an AMENDMENT of the BYLAWS of the Corporation which shall be approved by the affirmative vote of Three-Fourths (3/4) of the Share of Stock entitled to vote thereon (or in the manner provided for by Law), but shall never be less than One (1). The Directors shall report directly to the Stockholders, and shall not be held accountable to anyone other than the Stockholders of this Corporation.

The names and addresses of the initial Director(s) are:

1. Arthur H. Brand, Ph.D.
9641 N.W. 49 Place
Coral Springs, FL 33076

ARTICLE VI

Officers

The Board of Directors may from time to time name, elect, and appoint any and all Officers as may be required for the pursuit and/or furtherance of the business(es), purpose(s), and/or object(s) of this Corporation and/or any and all of its Subsidiaries and/or Divisions. The Stockholders may make recommendations as to naming, election, and/or appointment of prospective Officers. However; the Stockholders may not name, elect, and/or appoint a prospective Officer over the objection(s) of the Board of Directors. The Officers of this Corporation shall report directly to the Board of Directors to whom they shall be held accountable.

The name(s) and address(es) of the initial Officers are:

- | | |
|--|--|
| 1. Arthur H. Brand, Ph.D.
9641 N.W. 49 Place
Coral Springs, FL 33076 | - President, Vice
President, Secretary
and Treasurer |
|--|--|

ARTICLE VII

Principal Office

The initial post office address of the Principal Office of this Corporation shall be: 9641 N.W. 49 Place, Coral Springs, FL 33076. The Board of Directors may from time to time move the Principal Office to any other address that the Board of Directors considers to be in the best interest of this Corporation.

ARTICLE VIII

Subscriber

The name(s) and address(es) of the Initial Incorporators and Subscribers to these ARTICLES OF INCORPORATION, the number of Shares that they agree to Subscribe to and the aggregate value of said consideration is as follows:

<u>Names & Addresses</u>	<u>No. of Shares</u>	<u>Consideration</u>
ARTHUR H. BRAND, PH.D. 9641 N.W. 49 Place Coral Springs, FL 33076	100	\$1.00 PAR VALUE

ARTICLE IX

Subsidiaries

This Corporation may create or form, or cause to be created or formed; any and all Subsidiaries, domestic and/or foreign, as the Directors (with the advice and consent of the Shareholders) may from time to time determine.

ARTICLE X

Divisions

This Corporation may create or form, or cause to be created or formed; any and all Divisions within this Corporation and/or any and all Subsidiaries thereof as the Directors may from time to time determine for the purpose of conducting and/or pursuing the business(es), purpose(s), and/or object(s) of this Corporation and/or any and all Subsidiaries thereof.

ARTICLE XI

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

Amendments

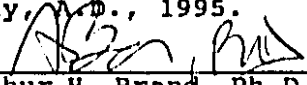
The power to adopt, alter, amend, and/or repeal the ARTICLES OF INCORPORATION shall be vested in the Stockholders. Each Amendment shall be approved by the affirmative vote of the majority of the Stock entitled to vote thereon at a meeting of the Stockholders called for that purpose.

ARTICLE XIII

ByLaws

The Stockholders of this Corporation are specifically authorized from time to time to adopt, alter, amend, and/or repeal the BYLAWS which are not inconsistent with these ARTICLES OF INCORPORATION, restraining the alienation of Shares of Stock in this Corporation and providing for the purchase and/or redemption by the Corporation of such shares of Stock; providing, however, that provisions dealing with the purchase and/or redemption by the corporation of such Shares of Stock may not be invoked at a time and/or in a manner which would impair the capital structure and/or the operation(s), business(es), purposes(s), and/or object(s) of this Corporation.

WHEREFORE; for the purpose of forming this Corporation under the Laws and Statutes of the State of Florida; the undersigned have made, subscribed to, executed, and acknowledges these ARTICLES OF INCORPORATION this 1st day of July, A.D., 1995.

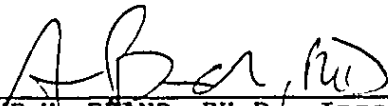

Arthur H. Brand, Ph.D., Incorporator

A F F I D A V I T

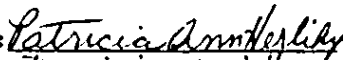
STATE OF FLORIDA }
 }
COUNTY OF BROWARD }

BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

On this day, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgements; ARTHUR H. BRAND, PH.D., of Broward County, Florida, to me well known and known to me to be the person described in, and who signed and executed the foregoing ARTICLES OF INCORPORATION, and acknowledged the execution thereof to be her free act and deed for the uses, purposes, and objects therein mentioned.


ARTHUR H. BRAND, PH.D., Incorporator

The foregoing instrument was acknowledged before me this 28 day of JULY, 1995, by ARTHUR H. BRAND, PH.D., who is personally known to me or who has produced a FLORIDA STATE DRIVER'S LICENSE as identification and who did take an oath.

Sign: 
Print: PATRICIA ANN HERLIHY
Notary Public, State of Florida
My Commission Expires:



Certificate of Designation of Designated Agent / Registered Office
and Acceptance of Registered Agent

Pursuant to the provisions of Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida,

submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is: DYSFUNCTIONAL DESIGNS, INC.
2. The name and address of the registered agent and office is:


ARTHUR H. BRAND, PH.D.

9641 N.W. 49 PLACE

CORAL SPRINGS, FL 33076

Having been named as Registered Agent of the above named corporation, the undersigned does hereby accept such appointment and does hereby agree to do all things necessary in order to carry out any and all duties required of such position.

DATED this 1st day of July, 1995.


ARTHUR H. BRAND. PH.D.,
Registered Agent

FILED
95 JUL 31 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA