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August 12, 1995

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Division of Corporation
Department of State
The Capitol
P O Box 6327
Tallahassee, Florida 32314

RE Undies Outlet, Inc.

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. I have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy to this office at the following new address:

AMSTER, GOMEZ & GOTTFRIED, P.A.
PAUL D. GOTTFRIED, ESQ.
412 S.E. 23RD STREET
FT. LAUDERDALE, FLORIDA 33316

TALLAHASSEE, FLORIDA

05 AUG 21 PM 4:23

FILED

Thank you for your assistance. If you have any questions, please do not hesitate to call me at (305) 467-7010.

Very truly yours,

Paul D. Gottfried, Esq.

8/23/95

called
Paul Gottfried
changed date as Aug 14, 1995,
in article VI, change initial
registered office as
initial principal of the

RECORDED
Aug 16 1995

ARTICLES OF INCORPORATION
FOR UNDIES OUTLET INCORPORATED

FILED

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These Articles of Incorporation are signed by the incorporator to form a profit corporation under the Florida Business Corporation Act (FBCA) F.S.A. Chapter 607, FLORIDA

ARTICLE I

The name of the corporation is UNDIES OUTLET, INC

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any lawful activity within the purposes for which corporations may be formed under the FBCA. The Corporation shall have perpetual existence. In accordance with Section 607.0203, the date of corporate existence shall be as of Aug 14 1995. The corporation shall be a S corporation and shall be treated as a small corporation under section 1362(a) of the Internal Revenue Code of 1954.

ARTICLE III

The total authorized shares is a hundred shares (100) of common stock. Each share is entitled to one vote on all matters submitted to the shareholders of the corporation, and each share shall have all of the same rights and preferences as each other share. The stock shall have a par value of one \$1.00 U.S. dollar. Any matter requiring a shareholders vote and/or approve must receive eighty percent (80%) of all outstanding and issued shares.

ARTICLE IV

The holders of common stock of the corporation shall have no preemptive rights.

ARTICLE V

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for a breach of fiduciary duty as a director, provided that the foregoing shall not eliminate or limit the liability of a director for any of the following: (1) a breach of the director's duty of loyalty to the corporation or its shareholders; (2) acts or omissions not made in good faith or that involve intentional misconduct or a knowing violation of law; or (3) a transaction from which the director derived an improper personal

benefit. If the FBCA is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained in these articles of incorporation, shall be eliminated or limited to the fullest extent permitted by the FBCA as so amended. No amendment or repeal of article V shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of any director occurring before the effective date of any such amendment or repeal.

ARTICLE VI

The mailing address of the initial principal office of the Corporation is 405 Northeast 2nd Avenue Hallandale, Florida 33309. The name and address of the initial resident agent is **PAUL D. GOTTFRIED, ESQ., 412 S.E. 23rd Street, Florida 33316**. The Board of Directors may from time to time move the corporate office or designate a new registered agent.

ARTICLE VII

The Corporation shall be managed by a Board of Directors. The initial Board of Directors shall consist of one Director. The number of Board members may be increased and decreased from time to time by amendment in accordance with **Article VIII**. Any matters that require the vote of the board must be unanimously approved by the Directors. The name and street address of the incorporator, who shall also serve as the initial Board is

**SHIRLEY GOTTFRIED
405 NORTHEAST 2ND AVENUE
HALLANDALE, Florida 33009**

Article VIII

These Articles of Incorporation may be amended from time to time by APPROVAL OF 80% vote of the shareholders.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS
EXECUTED THESE ARTICLES OF INCORPORATION THIS 17th DAY OF ^{August} ~~JULY~~
1995

Shirley Gottfried
SHIRLEY GOTTFRIED.

ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at my above stated address hereby the accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Paul D. Gottfried
PAUL D. GOTTFRIED Esq

Date August 17, 1995

FILED
JUL 25 21 PM 4 23
TALLAHASSEE, FLORIDA