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ARTICLES OF INCORPORATION  
OF  
FINOLLI, INC.

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ARTICLE I

The name of this corporation is FINOLLI, INC. Its business shall be carried on at Dade County, Florida, and such other points or places in the State of Florida and in the United States and countries as may, from time to time, be authorized by the Board of Directors. Its principal office shall be at: 2626 N.W. 2 Avenue Miami, Fla 33127.

ARTICLE II

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

Ladies Apparel

SECTION I. That of engaging in any activity or business permitted under the laws of the United States of America, its territories, districts, and possessions, and any activity or business permitted under the laws of the State of Florida, and to have, exercise, and enjoy the powers and privileges granted to corporations for profit by Chapter 607, Florida Statutes, as amended.

SECTION II. To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, of the attainment of any of the objects, or for the furtherance of the

powers herein set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part thereof; provided, that the same be not inconsistent with the laws under which this corporation is organized.

#### ARTICLE III

The Corporation is authorized to issue 100 shares at no par value stock, at \$1.00 per share, which shares shall be designated "Common Stock."

#### ARTICLE IV

Unless otherwise provided for in the Articles of Incorporation, each holder of capital stock in this corporation shall be entitled at each shareholder's meeting to one vote for every share of stock standing in his name on the books of the corporation; but transferees of shares that are transferred on the books of the corporation within ten (10) days next preceding the date set for a meeting shall not be entitled to notice of or vote at the meeting.

#### ARTICLE V

Every shareholder, upon 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI

This corporation shall begin business with a capital of not less than FIVE Hundred (\$500.00) Dollars and the undersigned incorporators do hereby state that there has already been paid into the corporation on behalf of the subscribers set forth herein the sum of Five Hundred (\$500.00) Dollars.

#### ARTICLE VII

This corporation shall exist perpetually.

#### ARTICLE VIII

The street address of the initial registered office of this corporation is: Luis Stabinski and the initial registered agent at that address is: 757 N.W. 27th Avenue, Miami, Fla 33125.

#### ARTICLE IX

This corporation shall have as directors initially those persons designated in this Article below. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1) nor more than five (5). The names and addresses of the initial directors of this corporation are:

#### NAME

#### ADDRESS

ELIAS MITRANI

1711 Cleveland Road  
Miami Beach, Fla 33141

## ARTICLE X

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

President:                   Elias Mitrani  
                              1711 Cleveland Road,  
                              Miami Beach, Fla 33141

Vice President:            Julio Mitrani  
                              1465 Cleveland Road  
                              Miami Beach, Fla 33141

Secretary/Treasurer:     Aida Mitrani  
                              1711 Cleveland Road  
                              Miami Beach, Fla 33141

The name and address of the person signing these Articles is:  
ELIAS MITRANI, 1711 Cleveland Road, Miami Beach, Fla 33141.

## ARTICLE XI


If, at any time, any of the stockholders desire to sell their stock, said stockholder or stockholders shall first offer it, in writing, to the Board of Directors, stating prices and terms and give the Board of Directors thirty (30) days in which to place it with the stockholders. At the expiration of thirty (30) days, if

no stockholder has purchased and settled for same, said stockholder or stockholders shall have the right to sell to whomever will purchase for the same sum and price for which it was offered to the Board of Directors.

#### ARTICLE XII

The provisions of this Chapter, and each and every article and section hereof, and the By-Laws of this Corporation shall be considered a part of every contract and transaction which this corporation shall be a party. Every person, association, and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this

  
\_\_\_\_\_  
Subscriber

STATE OF FLORIDA    )  
                              ) ss:  
COUNTY OF DADE    )

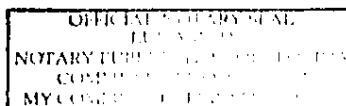
BEFORE ME, a notary public authorized to take acknowledgments in this state and county set forth above, personally appeared:  
ELIAS MITRANI known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 25<sup>th</sup> day of August, 1995.

*[Signature]*

NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That, FINOLLI, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at: 2626 N.W. 2 Avenue, Miami, Fla, 33127, has names: Luis Stabinski, as its agent to accept service of process within Florida.

*[Signature]*  
ELIAS MITRANI

*PRESIDENT*  
TITLE

*8/25/95*  
DATE

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of duty.

  
\_\_\_\_\_  
REGISTERED AGENT

8 25 75  
DATE

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