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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PALM BEACH CLOTHING COMPANY

FAX AUDIT NUMBER: H95000009915

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ARTICLES OF INCORPORATION
OF

PALM BEACH CLOTHING COMPANY

The undersigned, acting as subscriber of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is PALM BEACH CLOTHING COMPANY.

ARTICLE II

The principal place of business of the corporation shall be situated at 235 Royal Poinciana Way, Palm Beach, Florida.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The period of its duration is perpetual, unless sooner dissolved according to law.

ARTICLE V

The aggregate number of shares that the corporation shall have the authority to issue is: Two Thousand (2,000.00) shares of capital stock, all of one class, with a par value of One (\$1.00) Dollar.

JOHN A. RUBERTO, JR., P.A.
915 Middle River Drive, Suite 419
Fort Lauderdale, FL 33304
(305) 568-1102
By: John A. Ruberto, Jr.
Florida Bar No. 769096

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ARTICLE VI

The amount of capital with which the corporation shall commence business shall be not less than Five Hundred (\$500 00) Dollars.

ARTICLE VII

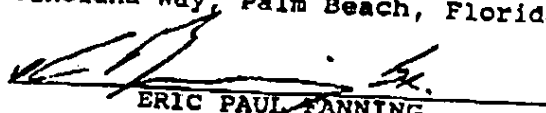
The number of directors constituting the initial Board of Directors is one (1), and her name and address is: Eric paul fanning, 235 Royal Poinciana Way, Palm Beach, Florida.

ARTICLE VIII

The street address of the initial registered office of this corporation is: 915 Middle River Drive, Suite 419, Fort Lauderdale, Florida 33304; and the initial registered agent of this corporation at that address is: John A. Ruberto, Jr.

ARTICLE IX

The name and address of the subscriber of this corporation is: Eric Paul Fanning, 235 Royal Poinciana Way, Palm Beach, Florida.


ERIC PAUL FANNING

STATE OF FLORIDA }
COUNTY OF BROWARD }

Before me the undersigned authority, personally appeared ERIC PAUL FANNING, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

17 In Witness Whereof, I have hereunto set my hand and seal this day of August, 1995.



Notary Public
Serial Number
My commission expires:



EDWARD E. EPSTEIN
My Commission 00008731
Expires Aug. 12, 1997
Bonded by HAI
800-422-1553

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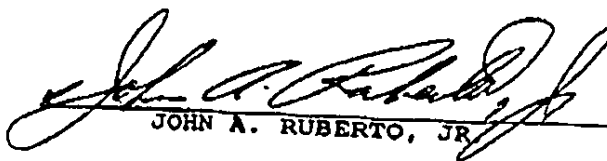
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS CAN BE SERVED**

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act.

FIRST that PALM BEACH CLOTHING COMPANY desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation in the State of Florida, County of Broward, has named John A. Ruberto, Jr. as its agent to accept service of process within this state.

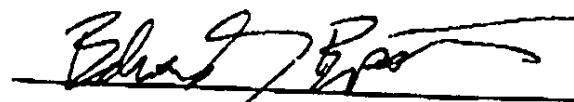
A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the said Act relative to keeping open said office.


JOHN A. RUBERTO, JR.

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing was acknowledged before me by JOHN A. RUBERTO, JR. on this 17 day of August, 1995.



Notary Public
Serial Number: _____
My commission expires: _____



EDWARD R. EPSTEN
My Commission 00308721
Expires Aug. 18, 1997
Bonded by MAA
800-422-1588

H95000009915