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1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

0369

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3694

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ROYAL PALM NECKWARE, INC.

FAX AUDIT NUMBER: H95000009967

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FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

September 8, 1995

EMPIRE CORPORATE KIT COMPANY
1492 W. FLAGLER STREET
SUITE 200
MIAMI, FL 33135

SUBJECT: ROYAL PALM NECK WEAR, INC.
REF: W95000018100

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Kathy Hyman
Document Specialist

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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This instrument prepared by:
Solomon Weiss, Esq., 420 Lincoln Road -- Suite #285
Miami Beach, Florida 33139
Fla. Bar. #176797 305-532-2228

ARTICLES OF INCORPORATION
OF
ROYAL PALM NECKWEAR, INC.

I/WE, the undersigned, for the purposes of forming a for-profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of State of Florida.

ARTICLE I
NAME

The name of this corporation shall be ROYAL PALM NECKWEAR, INC.

ARTICLE II
PURPOSE AND POWERS

The Corporation shall have the following powers:

- A. To operate do any and all things permitted by law, and all acts and duties incident thereto and the administration thereof.
- B. Without limiting the generality of the foregoing, to contract and to borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.
- C. Without limiting the generality of the foregoing, to carry out the duties and obligations and receive the benefits given the Corporation by law.
- D. Without limiting the generality of the foregoing, to establish By-Laws and Rules and Regulations.
- E. Without limiting the generality of the foregoing to acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, or mixed, wherever situate, as may be necessary or convenient in the administration of the Corporation.

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ARTICLE III
SHARES

There shall be One Hundred Shares of Capital Stock which shall have a Par Value of One Dollar (\$1.00) per share.

ARTICLE IV
EXISTENCE & PRINCIPAL PLACE OF BUSINESS

The Corporation shall have perpetual existence and its initial principal place of business shall be 3760 Sheridan Avenue, Miami Beach, Florida 33140.

ARTICLE V
SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is as follows:

Solomon Weiss

C/O Weiss & Weiss, Attorneys
420 Lincoln Road -- Suite #285
Miami Beach, Florida 33139-3009

ARTICLE VI
DIRECTORS

A. The Corporation and its affairs shall be managed by a Board of Directors composed of one (1) person. The following person shall constitute the initial Board of Directors and she shall hold office for the term and in accordance with the provisions of Florida law as it exists as of the formation of the Corporation.:

NAME

ADDRESS

Fanny Brach

3760 Sheridan Avenue
Miami Beach, Florida 33140

ARTICLE VII
OFFICERS

The affairs of the Corporation shall be administered by the Officer(s) designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The name and address of the initial Officer who shall serve until the first election of Officer(s) pursuant to the provisions of the By-Laws are as follows:

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NAME	TITLE	ADDRESS
Fanny Brach	Pres. & Sec./Treas.	3760 Sheridan Avenue Miami Beach, Florida 33140

ARTICLE VIII
BY-LAWS

The By-Laws of the Corporation shall be adopted by the initial board of Directors. The By-Laws may be amended in accordance with the provisions thereof.

ARTICLE IX
AMENDMENTS TO ARTICLES

Amundments to these Articles shall be proposed and adopted according to law.

ARTICLE X
INDEMNIFICATION

Every Director and every Officer of the Corporation may be indemnified by the Corporation against all costs, expenses and liabilities including counsel fees (at trial, on appeal, in collateral proceedings, in administrative matters) reasonably incurred by or imposed upon the Director or Officer in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may become involved by reason of the Director or Officer being or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not to exclusive of all the rights to which such Director or Officer may be entitled, and the Corporation shall have power to purchase and negotiate for such insurance and fidelity bond coverages as it deems appropriate (including the power to decline or limit coverage via deductibles, co-insurance or otherwise), including officer and/or director indemnification.

ARTICLE XI
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The name and address of the initial registered agent of this corporation is Pamela Weiss, Attorney at Law, whose address is 2655 S. Bayshore Drive, Suite #603, Miami, Florida 33133.

Solomon Weiss
Solomon Weiss -- Subscriber

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

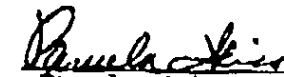
FIRST -- THAT ROYAL PALM NECKWEAR, INC. DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
HEREBY NAMES Pamela Weiss, Attorney at Law WHOSE ADDRESS IS
2655 South Bayshore Drive, Suite #603, Miami, Florida,
33133, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.


Solomon Weiss, Initial Subscriber

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 MY
DUTIES.

SIGNATURE

TITLE:
DATED:


Pamela Weiss
REGISTERED AGENT
9/7/95

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