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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI FL 33136-2890- 0

TALLAHASSEE, FL 32399

CONTACT: LYNN FRIEDMAN

FAX: (904) 922-4000

PHONE: (305) 358-2571

FAX: (305) 358-7832

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: JAG SPORTS APPARELL INC.

FAX AUDIT NUMBER: H95000010213

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/13/1995

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION**OF****J & G SPORTS APPARELL INC.****ARTICLE I - NAME**

The name of this corporation is :

J & G SPORTS APPARELL INC.**ARTICLE II - PRINCIPAL OFFICE/ADDRESS**

The address of the Principal Office of the Corporation is:

**3353 S.W. 55th Avenue
Pembroke Park, Fl. 33023**

The mailing address of the Corporation is:

**3353 S.W. 55th Avenue
Pembroke Park, Fl. 33023****ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

**3353 S.W. 55th Avenue
Pembroke Park, Fl. 33023**

and the name of the initial registered agent of this corporation at such address is:

Jerome Edwards**ARTICLE V - INCORPORATOR**

The name and address of the initial incorporator of this Corporation is:

**Jerome Edwards
3353 S.W. 55th Avenue
Pembroke Park, Fl. 33023**FILED
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TALLAHASSEE, FLORIDA

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ACE INDUSTRIES, INC.**54 NW 11th Street****Miami, FL 33136****305-358-2571**

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ARTICLE VI - BOARD OF DIRECTORS AND OFFICERS

The number of directors and officers may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The names and addresses of the initial directors and officers of this Corporation are:

Jerome Edwards
3353 S.W. 55th Avenue
Pembroke Park, Fl. 33023

Genise Lamar
3353 S.W. 55th Avenue
Pembroke Park, Fl. 33023

ARTICLE VII - PURPOSE

This corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida General Corporation Act, except a commercial banking, safe deposit, trust, insurance, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition, unless prior regulatory approval is obtained, and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

ARTICLE VIII - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, including specifically the power of make loans or advances to, to purchase any stock, other securities or evidences of indebtedness or make any investment or acquire any interest whatsoever in, or to be a promoter, incorporator, general partner, limited partner, member, associated or manager of any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; to become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this Corporation's business; and to endorse, guarantee and secure, with or without consideration to this Corporation, the payment of the obligations and indebtedness, both past and future, of any other persons, corporations, associations, and partnerships and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as it may deem advisable.

ARTICLE IX - DIRECTOR - CONFLICT OF INTEREST

No contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director of directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purposes if:

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(a) The fact of such relationship of interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(b) The fact of such relationship of interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE X - INDEMNIFICATION

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any action or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, employee, or agent of the Corporation, or of any other enterprise which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorney fees actually and necessarily incurred as a result of such action, suit, or proceedings, including any appeal thereof. The Corporation shall pay such expenses, including attorneys fees in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory of the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee, or agent of another Corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability hereunder.

ARTICLE IX - NO PREEMPTIVE RIGHTS

Except as to such agreement as the shareholders may execute, no stockholders of this corporation shall, because of his or her ownership of stock have any preemptive or other right to purchase, subscribe for or take any part, pro-rata or otherwise, of any securities, equity, debt or otherwise, or options, rights or warrants to purchase and such securities issued or sold by this Corporation, whether for cash or for property, and whether now or hereafter authorized.

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ARTICLE XII - DURATION

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these ARTICLES OF INCORPORATION this 13 day of July, 1995.



JEROME EDWARDS
INCORPORATOR-DIRECTOR

D.L. # 2363-420-60-323

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09-13-1995 14:51

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STATE OF FLORIDA

SS:
COUNTY OF DADE

The foregoing instrument was acknowledged before me
this 13th day of July, 1995, by the following
person(s).

Jerome Edwards



OFFICIAL SEAL
ELAINE BLACK
My Commission Expires
March 15, 1997
Comm. No. CO 866222

Elaine Black

NOTARY PUBLIC
My Commission Expires

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for J & G SPORTS APPARELL at the place designated in the Articles of Incorporation, **JEROME EDWARDS** hereby agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 Florida Statute (1981), relative to keeping open such office until such time as he shall notify the corporation of his resignation. *Inc.*

DATED THIS 12 DAY OF July, 1995


JEROME EDWARDS

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TALLAHASSEE, FLORIDA

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