

12/20/95

FLORIDA DIVISION OF CORPORATIONS

11:44 AM

PUBLIC ACCESS SYSTEM

((H95000014221))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE

DEPARTMENT OF STATE

1002 N. LAUDER ST.

STATE OF FLORIDA

SUITE 200

200 N. LAUDER ST.

MIAMI, FL 33136

TALLAHASSEE, FL 32305

CONTACT: RAY STORM

FAX: (904) 221-1000

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H95000014221))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SOUTH JERDON, INC.

FAX AUDIT NUMBER: H95000014221

CURRENT STATUS: REQUESTED

DATE REQUESTED: 12/20/1995

TIME REQUESTED: 11:44:28

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 8

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.60

ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed ago. Remember to type the Fax Auditn this p number on the top and bottom of all pages of the document.

((H95000014221))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:11:2

FILED
95 JAN -2 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DIVISION OF CORPORATIONS

95 DEC 20 PM 1:07

RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 20, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: SOUTH JERDON, INC.
REF: W95000024705

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000014221
Letter Number: 395A00054835

ARTICLES OF INCORPORATION
OF

JERDON, INC.

The undersigned, subscribers to these Articles of Incorporation, natural persons, competent to contract, and desiring to make and enter into the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, do herewith agree as follows:

1. The name by which this corporation shall be known, is:

JERDON, INC.

2. This corporation shall have perpetual existence.

3. This corporation is organized for the following purposes:

- a) To design, emboss, embroidery, fabricate, processing, and otherwise manufacturing, purchasing, trading, and dealing in the manufacturing, warehousing, processing, selling and distributing T Shirts.

- b) To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real and personal property; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and businesses belonging to or to be acquired by this company, or any other person, firm or corporation.

- c) This corporation shall also have those powers as enumerated by Section 607.0302 of Florida Statutes, as they now exist, together with any and all amendments, and/or changes to said section that may hereafter be enacted.

4. This corporation is authorized to issue One Thousand Shares of common stock without nominal or par value.

WILLIAM PHILLIPS, ESQ.- Florida Bar No. 063132
14 N.E. 1st Avenue, Suite 808
Miami, Florida 33132
(305) 371-3633

FILED
95 JAN -2 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H95000014221

H95000014221

H95000014221

5. The amount of capital with which this corporation shall and does begin business with, is the sum of FIVE HUNDRED (\$500.00) - DOLLARS, all of which has been paid in.

6. Any of the shareholders of this corporation, upon the sale for cash, of any new stock of this corporation, of the same kind, class or series, as that now being held by such shareholders, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to any other purchaser.

7. The street address of the initial Registered Agent and principal office of this corporation is: 4138 N.W. 132nd Street, Miami, Florida 33054, and the name of the initial Registered Agent of this corporation at that address is: JORDI MANZANARES.

8. This corporation shall have Four (4) directors initially; however, the number of directors may be increased or decreased from time to time by the by-laws of the corporation, but shall never be less than one

(1). The name and address of the initial Director of this corporation is as follows:

JORDI MANZANARES - 4138 N.W. 132nd Street, Miami,
Florida 33054.

9. The name and address of the Subscriber to these Articles of Incorporation is as follows:

JORDI MANZANARES - 4138 N.W. 132nd Street, Miami,
Florida 33054.

10. This corporation shall indemnify and save harmless any officer and/or director, or any former officer or director, to

H95000014221

H95000014221

the full extent permitted by the law.

11. The powers to adopt, alter, amend or repeal any of the by-laws of this corporation shall be vested in the Board of Directors, and the corporation reserves the right to amend or repeal any of said provisions of the Articles of Incorporation, or any amendment thereto, and any right conversely conferred upon the Shareholder of this corporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscribers and Registered Agents have executed these Articles of Incorporation, this 18 day of December, 1995.

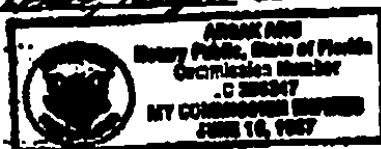

JORDI MANZANARES, President,
Subscriber and Registered Agent**

**Having been named as Registered Agent, and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby 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.


JORDI MANZANARES

STATE OF FLORIDA }
 } ss.
COUNTY OF DADE }

The foregoing instrument was acknowledged before me this 18 day of December, 1995, by JORDI MANZANARES, who is personally known to me, or who has produced Driver License, Passport as identification, and who did take an oath.




Notary Public

H95000014221

H95000014221

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

In pursuance of Chapter 607.0302, Florida Statutes, the
following is submitted in compliance with said Act.

First-that JERDON, INC., desiring to organize under
the laws of the State of Florida, with its principal offices, as
indicated in the Articles of incorporation, in the City of Miami,
County of Dade, State of Florida, has named JORDI MANZANARES,
located at 4138 N.W. 132nd Street, Miami, County of Dade, State
of Florida 33054, as its Agent to accept service of process
within the State.

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


JORDI MANZANARES

FILED
96 JAN -2 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H95000014221