

LAW OFFICES  
OF  
STEVEN WARM  
BOCA CORPORATE CENTER  
2101 CORPORATE BOULEVARD  
SUITE 410  
BOCA RATON, FLORIDA 33431

TELEPHONE (407) 996-7877  
TELEFAX (407) 996-7878

MEMBER OF  
FL AND NJ BAR

January 4, 1996

State of Florida  
Department of State  
Corporate Division  
P. O. Box 632  
Tallahassee, Florida 32314

In Re: The New Clothing Co., Inc.

Dear Sir/Madam:

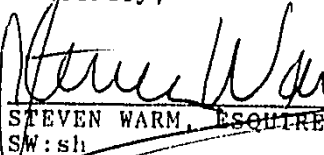
Enclosed is an original and one (1) copy of the above-referenced Articles of Incorporation. Please file the original in your offices, certify and return to us one certified copy.

We are enclosing our check in the amount of \$ 122.50 covering:

\$ 35.00 filing fee  
\$ 35.00 registered agent fee  
\$ 52.50 certified copy

EFFECTIVE DATE  
1-4-96

Sincerely,

  
STEVEN WARM, ESQUIRE  
SW:sh

Enclosures

JAN 9 1996 BSB

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-01/05/96--01049--001  
\*\*\*122.50 \*\*\*122.50

JAN 05 1996

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FILED  
96 JAN -5 PM 5:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE NEW CLOTHING CO., INC.

**FILED**  
96 JAN -5 PM 5:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE ONE

NAME OF CORPORATION

The name of the corporation is THE NEW CLOTHING CO., INC.

ARTICLE TWO

EFFECTIVE DATE  
1-11-96

DURATION

This corporation shall have perpetual existence commencing on the effective date of the filing of these Articles with the Department of State.

ARTICLE THREE

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as same now exists or as it may hereafter be amended.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of (\$0.01) par value common stock which shall be designated as "Common Shares".

ARTICLE FIVE  
PREEMPTIVE RIGHT

Every shareholder, upon sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE SIX  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Boca Corporate Center, 2101 Corporate Boulevard, Suite 215, Boca Raton, Florida, 33431 and the initial registered agent of this corporation at that address is STEVEN WARM, ESQUIRE, The corporation's principal business address shall be 1340 Sterling Road, 6B, Davie, Florida 33004.

ARTICLE SEVEN  
INITIAL BOARD OF DIRECTORS

The corporation shall have one Director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five.

The names and addresses of the initial Board of Directors of the corporation are as follows:

RICARDO YACHOUH  
6136 Sterling Road  
Davie, Florida 33328

#### ARTICLE EIGHT

##### INCORPORATORS

The name and address of the Incorporator signing these articles is

|                      |   |
|----------------------|---|
| STEVEN WARM, ESQUIRE | Boca Corporate Center<br>2101 Corporate Boulevard<br>Suite 215<br>Boca Raton, Florida 33431 |
|----------------------|---|

The Incorporator, STEVEN WARM, ESQUIRE, is an attorney at law and has formed the corporation on behalf of the real party or parties in interest. Upon payment of his fees and indemnification for any acts taken other than by him in connection with the corporation, said Incorporator's rights shall be deemed transferred to the real party or parties in interest or their nominees.

#### ARTICLE NINE

##### INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE TEN

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

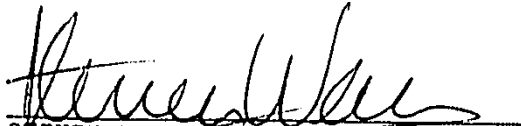
ARTICLE ELEVEN

EFFECTIVE DATE

It is intended that these Articles shall be submitted for recording forthwith and, pursuant to law, shall be deemed effective as of the date of execution hereof.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 4th day of

January, 1996.

  
STEVEN WARM, ESQUIRE  
Incorporator

I HEREBY ACKNOWLEDGE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES OF REGISTERED AGENT FOR THE WITHIN CORPORATION.

  
STEVEN WARM, REGISTERED AGENT  
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