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CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224 8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED

96 FEB -2 PM 12:15

DIVISION OF CORPORATION

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 2/2 _____

RE: Q's Clothing

1996 FEB -2 PM 1:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA DISBURSE

☒ Capital Express™
☒ Art. of Inc. Filing
____ Corp. Record Search
____ Ltd. Partnership Filing
☒ Foreign Corp. Filing
☒ () Cert. Copies: photo
____ Art. of Amend. Filing
____ Dissolution/Withdrawal
____ C U S.
____ Fictitious Name Filing
____ Name Reservation
____ Annual Report/Restatement
____ Reg. Agent Service
____ Document Filing 400001705154
____ Corporate K11
____ Vehicle Search
____ Driving Record
____ Document Retrieval
____ UCC 1 or 3 Filing
____ UCC 11 Search
____ UCC 11 Retrieval
____ Filing No.'s, _____ Copies
____ Courier Service
____ Shipping/Handling
____ Phone () _____
____ Top Priority
____ Express Mail Prep.
____ FAX () _____ pgs.

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connect

MATHIS LAW FIRM, P.A.

POST OFFICE BOX 1567
ORLANDO, FLORIDA 32801
SUITE 216
5979 VINELAND ROAD
ORLANDO, FLORIDA 32819

JACINTA M. MATHIS
ATTORNEY AT LAW

TELEPHONE NUMBER (407) 363-4519
FACSIMILE NUMBER (407) 363-1558

February 1, 1996

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation for
Q's CLOTHING, INC.

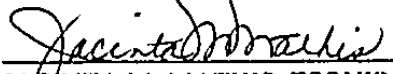
Dear Sir or Madam:

I have enclosed the Articles of Incorporation for Q's CLOTHING, INC. together with our law firm's check in the amount of \$35.00 to cover the filing fees for the corporation and \$35.00 to cover the Registered Agent Designation for the corporation for a total of \$70.00.

Thank you in advance for your immediate attention to this matter. If you should have any questions or need any additional information, please do not hesitate to contact me at (407) 363-4519.

Very Truly Yours,

MATHIS LAW FIRM, P.A.


JACINTA M. MATHIS, ESQUIRE

JMM/sc

Enclosures: Original Articles of Incorporation for McMILLION AND ASSOCIATES, INC.
Mathis Law Firm, P.A. check #570 in the amount of \$70.00

**ARTICLES OF INCORPORATION
OF
Q's CLOTHING, INC.**

FILED
95 FEB -2 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida General Corporation Act, Q's CLOTHING, INC. adopts the following Articles of Incorporation:

**ARTICLE ONE
NAME**

The name of this corporation is Q's CLOTHING, INC. ("Corporation").

**ARTICLE TWO
DURATION**

The period of duration for this Corporation is perpetual.

**ARTICLE THREE
PURPOSE**

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

**ARTICLE FOUR
CAPITAL STOCK**

The Corporation is authorized to issue Seven Thousand Five Hundred (7500) shares of common stock class, with a One Dollar (\$1.00) par value for each share.

**ARTICLE FIVE
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent are as follows:

Jacinta M. Mathis, Esquire
Mathis Law Firm, P. A.
Studio Plaza Building
5979 Vineland Road, Suite 216
Orlando, Florida 32819

**ARTICLE SIX
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation is:

1804 North Hiawasseec Road
Orlando, Florida 32818

**ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but the number of directors shall never be less than one (1).

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

Brenda Quartermann
1804 North Hiawasseec Road
Orlando, Florida 32818

**ARTICLE EIGHT
INCORPORATORS**

The name and address of the Incorporator signing these Articles of Incorporation is:

Jacinta M. Mathis, Esquire
Mathis Law Firm, P. A.
Studio Plaza Building
5979 Vineland Road, Suite 216
Orlando, Florida 32819

**ARTICLE NINE
NON-RESIDENT DIRECTORS**

Directors need not be residents of the State of Florida.

**ARTICLE TEN
DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this Corporation.

ARTICLE ELEVEN AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors and upon a majority vote of the directors.

ARTICLE TWELVE INDEMNIFICATION

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

ARTICLE THIRTEEN SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative votes of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE FOURTEEN REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE FIFTEEN INFORMAL ACTION OF DIRECTORS

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the written evidence of their consent is filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

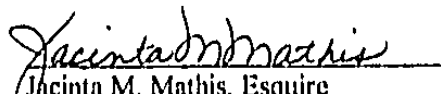
ARTICLE SIXTEEN RESTRICTIONS ON TRANSFER OF STOCK

Restrictions on the sale or transfer of the stock of this Corporation may be set forth in a buy-sell agreement.

**ARTICLE SEVENTEEN
HEADING AND CAPTIONS**

The headings or captions of these Articles of Incorporation are inserted for convenience. They shall not have any force or effect and the interpretation of the various Articles shall not be influenced by the language of the headings or captions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 31st Day of January 1996.


Jacinta M. Mathis, Esquire
Incorporator

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared Jacinta M. Mathis, Esquire, to be known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31st day of January 1996.


NOTARY PUBLIC
My Commission Expires:



SANDRA A. CARNELL
MY COMMISSION # CC384256 EXPIRES
August 5, 1999
BONDED THROUGH TROY FAIR INSURANCE, INC.

FEB 2 1996

STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

Q's Clothing, Inc., (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and designated Jacinta Mathis as its registered agent to accept service of process within the State of Florida with its registered office at Studio Plaza Building, 5979 Vineland Road, Suite 216, Orlando, Florida 32819.

ACKNOWLEDGMENT

Having been named Registered Agent for the Corporation at the place designed in this Certificate, I agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 31st day of January, 1996.

Jacinta M. Mathis, Esquire
Registered Agent