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Acknowledgment

CR2E031 (R8-85)

W.P. Varifier

ARTICLES OF INCORPORATION

OF

S.L. II, INC.

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is S.I. II, Inc.

ARTICLE II - DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be on the date of filing these Articles of Incorporation with the Secretary of State.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized for the purpose of manufacturing ladies garments and all other lawful business.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of stock which the corporation is authorized to have outstanding is 1,000 shares of common stock of no par value. Holders of common stock are entitled to vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The initial principal office of this corporation in the State of Florida is 13290 Northwest 45 Avenue, Opa-Locka, Florida 33054. The name and street address of the initial registered

agent of the corporation in the State of Florida are 14lchael P. Striar, Esquire, 4601 Sheridan Street, Suite 500, Hollywood, Florida 33021.

ARTICLE VI - DIRECTORS

The corporation shall have four directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the By-laws of the corporation.

The name and street address of the initial directors of this corporation are: Richard Karron, 13290 Northwest 45 Avenue, Opa-Locka, Florida 33054; Rafael Villegas, 13290 Northwest 45 Avenue, Opa-Locka, Florida 33054; Rita Wohlman, 13290 Northwest 45 Avenue, Opa-Locka, Florida 33054; and Ken Lestz, 13290 Northwest 45 Avenue, Opa-Locka, Florida 33054.

ARTICLE VII - INITIAL OFFICERS OF CORPORATION

The corporation shall have the following officers:

President - Richard Karron

Vice President - Rafael Villegas

Secretary - Rita Wohlman

Treasurer - Ken Lestz

The number of officers may be increased or decreased from time to time by amendment to, or in the manner provided in the By-laws of the corporation.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are Michael P. Striar, Esquire, 4601 Sheridan Street, Suite 500, Hollywood, Florida 33021.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of February, 1996.

MICHAEL P. STRIAR, Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MICHAEL P. STRIAR, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he

acknowledged before me that he executed these Articles of Incorporation and he is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my band and affixed my official seal in the State and County aforesaid this 22nd day of February, 1996.

OFFICIAL NOTARY SEAL
FICTARY PUBLIC STATE OF FLORIDA
MAA SOPRE SMILL EXPIRES:
MY COMMISSION NO. CC 015060
EXPIRES MAY 24, 1998

Notary Public, State of Florida

CERTIFICATE OF RESIDENT AGENT

OF

S.I. II, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is subflitted in compliance with said act:

That S.I. II, INC., desiring to organize under the laws of the State of Florida with its principal office at 13290 Northwest 45 Avenue, Opa-Locka, Florida 33054, has named Michael P. Striar, Esquire, located at 4601 Sheridan Street, Suite 500, Hollywood, Florida 33021, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been made to accept service of process for the above stated corporation, at the 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 open said office.

DATED this 22nd day of February, 1996.

MICHAEL P. STRIAR, Resident Agent

P96000017336

Michael P. Striar Attorney at Law

April 16, 1996

4801 BHICHDIAN BINEET
BUILE 800
HOLLYWOOD, FLOHIDA 33081

AREA CODE 30B
TELEPHONE 906-0003
FACBIMILE 906-089E

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Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

RE: S.I. II. Inc.

Dear Sir:

Enclosed herein please find my check in the sum of \$35.00 along with the original and one copy of the Articles of Amendment to Articles of Incorporation of S.I. II, Inc.

Please file the Amendment and return a conformed copy of same to me at your earliest convenience.

Very truly yours,

michael of flice by

Michael P. Striar

/lp Enclosures SECRETARY OF STATE OIVISION OF CORPORATION

21 MPR 2 5 1996

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION OF

S.I. II, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST

Amendments Adopted: Article I is hereby deleted in its entirety. The following shall be the new Article I: The name of the corporation is S.I. CUTTING SERVICES, INC.

SECOND

The date of the amendment's adoption is April _____, 1996.

THIRD

The amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

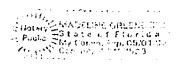
Signed this __/_ day of April, 1996.

RICHARD KARRON, President/Director

Sworn to and subscribed before me by RICHARD KARRON, who is personally known to me, this / day of ARCL, 1996.

Middline Flexibere Notary Public, State of Florida

My commission expires:



CONTRACTOR SAME 31