

P96000018670

Law Office  
MICHAEL J. FREEMAN, P.A.

Coral Gables, Florida 33134-6068

P.O. Box 140668  
Coral Gables, Florida 33114-0668

Tel. (305) 442-1567  
Tel. (305) 442-1227

February 25, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

EXPRESS MAIL: TB29719414X

900001725839  
-02/27/96--01123--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of: WARRI INTERNATIONAL INC.

Gentlemen:

Enclosed please find the following documents for filing for the above corporation:

1. Original and copy of Articles of Incorporation:
2. Original and one copy of Certificate Designating Resident Agent and Acceptance of Agent;
3. My office check in the amount of \$122.50 as payment for the following:

Filing Fee	35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Charter	52.50
	<u>\$122.50</u>

Enclosed for your convenience is a self-addressed, prepaid express mail envelope to send me a certified copy of the Articles of Incorporation, and the Certificate Designating Resident Agent.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

Dictated but not reviewed  
or signed to avoid delay.

MICHAEL J. FREEMAN

MJF:lc  
enc:  
2904-1SS

96 FEB 27 AM 11:31  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Handwritten signature and initials.

ARTICLES OF INCORPORATION

OF

WARRI INTERNATIONAL INC.

FILED

96 FEB 27 AM 11:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is Warri International Inc.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general nature of the business to be transacted by this corporation is manufacturing and wholesale sales of clothing. This corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

ARTICLE IV

The principal place of business for this corporation is 5299 N.W. 192nd Lane, Miami, Florida, 33055.

ARTICLE V

The mailing address of this corporation is:

5299 N.W. 192nd Lane  
Miami, Florida 33055

ARTICLE VI

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE VII

Every shareholder, upon the sale for cash or any new stock of this corporation, shall have the same kind, class or series as that which he already holds, 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 others.

#### ARTICLE VIII

The street address of the initial registered office of this corporation is and the name of the initial registered agent of this corporation at that address is:

SONYA DIXON  
5299 N.W. 192nd Lane  
Miami, Florida 33055

#### ARTICLE IX

The name and post office address of the director of this corporation is as follows:

SONYA DIXON  
5299 N.W. 192nd Lane  
Miami, Florida 33055

#### ARTICLE X

The corporation shall have one (1) director initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by him in connection with

any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

#### **ARTICLE XI**

The name and address of the person signing these Articles is as follows:

**SONYA DIXON  
5299 N.W. 192nd Lane  
Miami, Florida 33055**

#### **ARTICLE XII**

Shares held by the initial shareholder may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

#### **ARTICLE XIII**

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and seal at Miami, Dade County, Florida, this 20 day of Feb 1996.

WARRI INTERNATIONAL, INC.

Sonya Dixon  
Sonya Dixon, President

STATE OF FLORIDA)  
COUNTY OF DADE )

BEFORE ME personally appeared SONYA DIXON with knowledge that she is the incorporator and director named in the foregoing Articles of Incorporation and that she acknowledged before me that she executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 20 day of Feb. 1996.

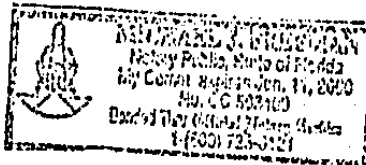
Michael J. Freeman

Notary Public, State of Florida

Print Name:

Michael J. Freeman

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST - THAT WARRI INTERNATIONAL INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT CITY OF CORAL GABLES, STATE OF FLORIDA, HAS  
NAMED SONYA DIXON, LOCATED AT 5299 N.W. 192ND LANE, CITY OF MIAMI,  
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

WARRI INTERNATIONAL INC.  
a Florida Corporation

By:

SONYA DIXON

Date:

Feb 20, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH  
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

WARRI INTERNATIONAL INC.

By:

SONYA DIXON, President

Date:

Feb 20, 1996

2904-1AI

FILED  
96 FEB 27 AM 11:31  
CLERK OF STATE  
TALLAHASSEE, FLORIDA