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U.S. DEPT. OF JUSTICE

28 February, 1996

TO: FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FLORIDA 32314-6327

FROM: ILAN BITTON

SUBJ: The incorporation of ELAN SUNWEAR, INC.

8000001781208  
-03/04/96--01099-0001  
\*\*\*122.50 \*\*\*122.50

Please find enclosed the documents and the required monies to form the subject corporation.

Please mail the corporate charter and documents to ILAN BITTON, 1900 East Robinson Street, Orlando, Florida 32803.

Thank you for your efforts on my behalf.

IB/bb

3/7/96  
TK

ARTICLES OF INCORPORATION  
OF

ELAN SUNWEAR, INC.

The undersigned subscriber, being a natural person competent to contract, subscribes to these articles of Incorporation to a corporation under the laws of the State of Florida.

ARTICLE I

NAME. The name of this corporation is:

ELAN SUNWEAR, INC.

ARTICLE II

Business and Activities. This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$0.50 per share, with the consideration to be paid for each share to be money, property, or services as may be fixed by the Board of directors..

ARTICLE IV

Initial Capital. The amount of capital with which this corporation will begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

Term of Existence. This corporation shall have perpetual existence.

ARTICLE VI

Place of Business. The initial street address of the corporation shall be 1900 East Robinson street, Orlando, Florida 32803 but this corporation may establish and maintain its principal office and other offices at such places in the United States of America, its colonies or dependencies and in any foreign country, a the board of Directors may from time to time determine.

ARTICLE VII

Number of Directors. The number of Directors of this corporation shall consist of one or more Directors, the exact number of which shall be the number of Directors from time to time fixed by the board of Directors or the stockholders in accordance with the ByLaws of the corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude a Director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE VIII

Initial Board of Directors. The name and street address of each member of this corporation's first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ilan Bitton	2983 Sommersworth Court, Orlando, FL 32819

ARTICLE IX

Subscriber. The name and street address of each subscriber to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ilan Bitton	2983 Sommersworth Court, Orlando, FL 32819

ARTICLE X

Lost or Destroyed certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the ByLaws of this corporation.

ARTICLE XI

Amendment. These Articles of Incorporation may be amended in the manner provided by law.. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock issued and entitled to vote, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles or Incorporation be made.

IN WITNESS HEREOF, the undersigned does set his hand and seal and has acknowledged and filed the forgoing Articles of Incorporation under the laws of the State of Florida this 28th day of February, 1996.

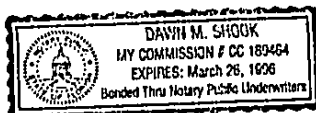
\_\_\_\_\_  
Ilan Bitton

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME personally appeared Ilan Bitton, Florida State Drivers License Number B350-400-64-380-0, to me known and known to me to be the individual described in and who executed the forgoing Articles of Incorporation and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 28th day of February, 1996.

\_\_\_\_\_  
NOTARY PUBLIC



STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificates Designating Place of Business of Domicile for this Service of Process within This state, Naming Agent Upon Whom Process may be Served as Names and addresses of the Officers and Directors.

The following is submitted, in compliance with  
Chapter 48.091, Florida Statutes:

ELAN SUNWEAR, INC.

A corporation organized (or organizing) under the laws of the State of Florida with its principal office at 1900 East Robinson Street, in the City of Orlando, County of Orange, State of Florida has named Steven A. Spencer, located at 1900 East Robinson Street, in the City of Orlando, County of Orange, State of Florida, as its agent to accept Service of Process within this state.

OFFICERS:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Ilan Bitton	(P)	2983 Sommersworth Court, Orlando, FL 32819
Ilan Bitton	(S)	2983 Sommersworth Court, Orlando, FL 32819
Ilan Bitton	(T)	2983 Sommersworth Court, Orlando, FL 32819

DIRECTORS:

<u>NAME</u>	<u>ADDRESS</u>
Ilan Bitton	2983 Sommersworth Court, Orlando, FL 32819

By Ilan Bitton  
Corporate Officer

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep an office open during prescribed hours; to post my name and any other Officers of said corporation authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.

By Steven A. Spencer  
Steven A. Spencer  
Resident Agent