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FLORIDA DIVISION OF CORPORATIONS

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: J. & J. SPORTSWEAR, INC.

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ARTICLES OF INCORPORATION  
OF  
J. & J. SPORTSWEAR, INC.

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I, the undersigned subscriber to these Articles of Incorporation, being natural competent to contract, hereby form a corporation, pursuant to Chapter 607, Florida Statute, as currently and as shall hereafter be in force and effect; and to the extent that the aforementioned provisions of Chapter 607, Florida Statutes, are not in conflict therewith.

ARTICLE I  
NAME

THE name of this corporation is: J. & J. SPORTSWEAR, INC.

ARTICLE II  
NATURE OF BUSINESS

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock the corporation is authorized to have issued and outstanding at any one time is One Thousand Five Hundred shares of non-assessable common stock having a nominal or par value of One Dollar and No/100 (\$1.00) per share.

PETER P. PARISI, CPA, PA  
2832 N.E. 21 Court  
Ft. Lauderdale, Florida 33305-3618  
305-565-1188

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#### ARTICLE IV INITIAL CAPITAL

The amount of capital with which the corporation shall commence business is not less than One Hundred Dollars and No/100 (\$100.00).

#### ARTICLE V TERM OF EXISTENCE

The corporation shall exist perpetually.

#### ARTICLE VI ADDRESS

The initial street address of the principal office of the corporation in the State of Florida is:  
3221 N.W. 10TH. TERRACE SUITE 508, Ft. Lauderdale, Fl 33309. The corporation, may move its principal office place within and without the State of Florida.

#### ARTICLE VII MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors. Whenever the context requires, the stockholders shall be deemed Directors of the corporation for the purposes of applying Chapter 607, Florida Statutes. Any action required or permitted by Chapter 607, Florida Statutes to be taken by the Directors or the stockholders shall be taken upon a vote of a majority of the issued and outstanding shares of which he, she or it's recorded owner.

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**ARTICLE VIII  
SUBSCRIBER**

The name, street address and number of shares subscribed for by the initial subscribers of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
JACKIE PANIGEL	2113 N.W. 108th. Avenue, Coral Springs, Fl	500
JOSEPH MIZRAHI	1965 N.E. 208th. Terrace, N. Miami Beach, Fl.	500

The initial subscribers certify that the consideration for which they have subscribed is not less than the amount of capital with which the corporation will begin business as set forth in Article IV thereof.

**ARTICLE IX  
BOARD OF DIRECTORS-MEMBERS**

The name and street address of each of the members of the Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JACKIE PANIGEL	2113 N.W. 108th. Avenue, Coral Springs, Fl
JOSEPH MIZRAHI	1965 N.E. 208th. Terrace, N. Miami Beach, Fl.

Unless otherwise provided by the Articles of Incorporation or By-Laws each member of the initial Board of Directors shall hold office for the first year of existence of the corporation or until their successors are elected or appointed or have qualified.

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**ARTICLE X  
EXISTENCE**

The corporation shall exist on the //th day of March, 1996 which date being the day on which the subscribers to these Articles of Incorporation shall purchase and be issued the shares subscribed for.

**ARTICLE XI  
INITIAL REGISTERED AGENT**

The initial registered agent shall be Jackie Panigel , and his address is 2113 N.W. 108th. Avenue, Coral Springs, Florida.

**ARTICLE XII  
AMENDMENTS**

The corporation may amend or repeal any provision, part or parts of these Articles of Incorporation upon an affirmative vote of a majority of the issued and outstanding stock at a duly constituted shareholders meeting.

**ARTICLE XIII  
BY-LAWS AND STOCKHOLDERS AGREEMENTS**

The stockholders shall have the power to make, amend or repeal By-Laws or a stockholder's agreement in place of By-Lawsa concerning all matters and things so long as such By-Laws or stockholder's agreement are not in conflict with these Articles of Incorporation as they are now or hereafter in force and effect.

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IN WITNESS WHEREOF, WE, the undersigned subscribers being the original subscribers to the capital stock hereinabove described for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles of J. & J. SPORTSWEAR, INC., hereby declaring and certifying that the fact herein contained are true, and do agree to take the number of shares hereinabove set forth and herunto set my hand and seal this //th day of MARCH, 1996.

  
JACKIE PANIGEL, Pres/Sec

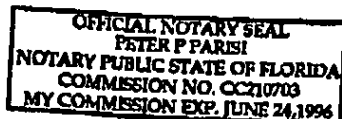
  
JOSEPH MIZRAHI, VP/TREA.

STATE OF FLORIDA )  
COUNTY OF BROWARD ) SS:

Before me, the undersigned authority personally appeared Jackie Panigel and Joseph Mizrahi to me well known and known to me to be the individuals described in and who executed the forgoing Articles of Incorporation and they acknowledge before me that they executed same for purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Ft. Lauderdale, Broward County, State of Florida on this the //th day of March 1996.

My Commission Expires:



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In pursuance of Chapter 607.34 Florida Statute, the following is submitted, in compliance with said Act.

FIRST-THAT J. & J. SPORTSWEAR, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT THE CITY OF FT. LAUDERDALE, COUNTY OF BROWARD, STATE OF FLORIDA HAS NAMED JACKIE PANIGEL LOCATED AT 2113 N.W. 108th AVENUE CITY OF CORAL SPRINGS, COUNTY OF BROWARD, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

**ACKNOWLEDGEMENT:**

HAVING BEEN NAMED 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 PROVISION OF SAID ACT OF RELATIVE TO KEEPING OPEN SAID OFFICE.

BY:   
REGISTERED AGENT  
JACKIE PANIGEL

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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