TRANSMITTAL LETTER P9600030778

Department of State Division of Corporations P.O. 6327 Tallahassee, FL 32314

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Subject: New Chelsea Clothing Co. II

(Proposed corporate name - must include sufflx)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

()\$70.00 ()\$78.75 (X)\$122.50 ()\$131.25

From:

Mr. David Pollack

Name

2275 NE 164th Street

Address

North Miami Beach, FL 33160

City, State & Zip

(305) 956-9001

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The Name of the corporation shall be:

New Chelsea Clothing Co. II

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2275 NE 164th Street North Miami Beach, FL 33160

ARTICLE III SHARES

The number or shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares of common

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Mr. David Pollack 2275 NE 164th Street North Miami Beach, FL 33160

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Mr. David Pollack 2275 NE 164th Street North Miami Beach, FL 33160

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

Twentyfifth (25th) day of March

, 1996.

signature

signature

Signature

Article of Incorporation Filling Fee - \$35

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

New Chelsea Clothing Co. II

2. The name and address of the registered agent and office is:

Mr. David Pollack

(Name)

2275 NF 164th Street

(P.O. Box not acceptable)

North Miami Beach, FL 33160 (City/State/Zip)

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Signature)