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Examiner's Initials

CR2E031(1/95)

CERTIFICATE OF INCORPORATION

OF

HERO APPAREL, INC.

I, THE UNDERSIGNED, DO HEREBY FILE THIS CERTIFICATE OF INCORPORATION FOR THE PURPOSE OF BECOMING A CORPORATION OF THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISTIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING THE FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT.

ARTICLE 1

THE NAME OF THIS CORPORATION SHALL BE:

HERO APPAREL, INC.

ARTICLE 2

GENERAL NATURE OF BUSINESS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO CARRY ON ANY BUSINESS OR ENTER-PRISE, AND TO EXERCISE ANY POWER OF AUTHORITY WHICH MAY BE CARRIED ON OR EXERCISED BY A CORPORATION ORGANIZED UNDER CHAPTER 607, FLORIDA STATUTES, 1973, AND ANY AMENDMENTS MADE FROM TIME TO TIME THERETO.

THE CORPORATION MAY OWN, MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER, OR OTHERWISE DISPOSE OF REAL AND PERSONAL PROPERTY IN CONNECTION WITH AND IN FURTHERANCE OF THE BUSINESS OF THE CORPORATION AND OTHERWISE DEAL IN AND WITH ALL KINDS OF REAL AND PERSONAL PROPERTY, IMPROVED OR UNIMPROVED, AND THE CORPORATION IS AUTHORIZED FOR ANY OTHER PURPOSED INTENDED FOR MUTUAL OR PECUNIARY PROFIT OR BENEFIT NOT OTHERWISE SPECIALLY PROVIDED FOR, AND NOT INCONSISTENT WITH THE CONSTITUTION AND LAWS OF THIS STATE.

ARTICLE 3

CAPITAL STOCK

THE TOTAL AUTHORIZED CAPITAL STOCK OF THIS CORPORATION SHALL BE 100 SHARES OF COMMON STOCK WITH A PAR VALUE OF \$ 1.00 PER SHARE.

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ARTICLE 4

AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BE NOT LESS THAN \$ 100.00..

ARTICLE 5

CORPORATE EXISTENCE

THIS CORPORATION SHALL HAVE A PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED TO LAW.

ARTICLE 6

PRINCIPAL PLACE OF BUSINESS

THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE 4700 S.W. 51 ST. BAY 208.

DAVIE. FL. 33314 WITH THE PRIVILEGE OF HAVING BRANCH OFFICES AT SUCH OTHER PLACES AS ITS BOARD OF DIRECTORS SHALL FROM TIME TO TIME DECIDE AND WITH THE FURTHER PRIVILEGE OF CHANGING THE PRINCIPAL OFFICE FROM TIME TO TIME.

ARTICLE 7

NUMBER OF DIRECTORS

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE NOT LESS THAN ONE (1) NOR MORE THAN FIVE (5). STOCKHOLDERS MAY ELECT IN WRITING TO ACT IN THE ABSENCE OF DIRECTORS AT ANY TIME BY MAJORITY VOTE OF STOCKHOLDERS AND IN SUCH MANNER AS MAY BE PRESCRIBED IN THE BY-LAWS.

ARTICLE 8

OFFICERS AND DIRECTORS

THE NAMES AND POST OFFICE OR ADDRESSES OF THE MEMBERS OF THE BOARD OF DIRECTORS, THE PRESIDENT AND SECRETARY/TREASURER, WHO SHALL SERVE AND HOLD OFFICE FOR THE FIRST YEAR OF THE EXISTENCE OF THE CORPORATION OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED AND HAVE QUALIFIED ARE:

DIRECTOR

RONALD SETTLER, 4700 SW.51 ST. BAY 208 DAVIE, FL. 33314

OFFICERS

RONALD SETTLER, PRESIDENT & SECRATARY 4700 S.W. 51 ST, DAY 20 DAVIE FLORIDA, 33311

ARTICLE 9

THE NAMES AND POST OFFICE ADDRESS OF THE SUBSCRIBER OF THE ARTICLES OF INCORPORATION, AND THE NUMBER OF SHARES OF STOCK WHICH HE AGREES TO TAKE IS: RONALD SETTLER 4700 S.W. 51 ST., BAY 208 DAVIE FLORIDA, 33311

ALL OFFICERS AND WHOM ARE DIRECTORS SHALL RECEIVE AN AMOUNT EQUAL TO 100 % OF ALL THE OUT STANDING STOCK.

ACKNOWLEDOMENT: 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 RELATIVE TO KEEPING OPEN SAIDVOFFICE

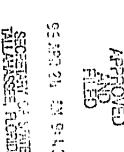
RONALD SETTLER, PRESIDENT

IN WITNESS WHEREOF, I HAVE HEREUNTO TO SET MY HAND AND SEAL THIS 33 DAY OF APRIL ,1996

ARTICLE 10

THE AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS OR THE STOCKHOLDERS MAY ELECT IN WRITING TO MANAGE THE CORPORATION INSTEAD OF HAVING A BOARD OF DIRECTORS. SUCH ELECTION BY THE STOCKHOLDERS SHOULD APPEAR IN THE MINUTES OF THE CORPORATION IN SUCH FORM AS MAY BE PROVIDED IN THE BY-LAWS. THE OFFICERS OF THE CORPORATION SHALL CONSIST OF A PRESIDENT AND SECRETARY/TREASURER AND SUCH OTHER OFFICERS AS MAY BE PROVIDED FOR IN THE CORPORATE BY-LAWS.

ARTICLE 11



PARTIALLY PAID SHARES

THE CORPORATION THROUGH ITS BOARD OF DIRECTORS OR STOCKHOLDERS, AS THE CASE MAY BE, SHALL HAVE THE RIGHT TO ISSUE THE WHOLE OR ANY PART OF THE SHARES, EXCEPT FOR THE ORIGINAL SUBSCRIBERS, AS PARTLY PAID, SUBJECT TO CALLS THEREON UNTIL THE WHOLE CONSIDERATION THEREFORE SHALL HAVE BEEN PAID. THE CORPORATION MAY DECLARE AND PAY DIVIDENDS UPON THE BASIS OF THE AMOUNT ACTUALLY PAID ON THE RESPECTIVE SHARES. IF UPON THE CERTIFICATE ISSUED TO REPRESENT SUCH STOCK, THE AMOUNT UNPAID THEREON SHALL BE SPECIFIED, THE HOLDER THEREOF SHALL NOT BE SUBJECT TO ANY LIABILITY TO THE CORPORATION EXCEPT FOR THE PAYMENT OF THE AMOUNT SHOWN BY SUCH CERTIFICATE AS UNPAID.

ARTICLE 12

REGISTERED AGENT

IN PURSUANCE OF CHAPTER 76-209, FLORIDA STATUTES, THE CORPORATION HEREBY NAMES: RONALD SETTLER 4700 S.W. 51 ST. BAY 208. DAVIE .FLORIDA 33314 (COUNTY OF BROWARD) AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

STATE OF FLORIDA)

OUNTY OF BROWARD)

I HEREBY CERTIFY THAT ON THIS 3 DAY OF APAIL, 1996 PERSONALLY APPEARED BEFORE ME, THE UNDERSIGNED AUTHORITY, TO ME KNOWN AND WELL KNOWN BY ME TO BE THE PERSON WHOSE NAME DESCRIBED IN AND WHO ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE FOREGOING CERTIFICATE OF INCORPORATION OF HERO APPAREL, INC. AS HIS FREE ACT AND DEED AND FOR THE USES AND PURPOSES THEREIN SET FORTH AND EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL AT FORT LAUDERDALE, BROWARD COUNTY THE DAY AND YEAR FIRST ABOVE WRITTEN.

LICENSE # 5346-720-41-251-0

RONALD SETTLER, PRESIDENT

NOTARY_PUBLIC

MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL

CHARLES A JOHNSON

NOTARY PUBLIC STATE OF FLORIDA

COMMISSION NO. CC481166

MY COMMISSION EXP. AUG. 23,1999