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ALAN FISHMAN & ASSOCIATES, P.A.
ATTORNEYS AT LAW

9 MAY -6 PM 4:17

ALAN D. FISHMAN

MAINTAL LAW

CRIMINAL LAW

COMMERCIAL LAW

KENNETH H. THROUGH

OF COUNSEL

RICHARD GOLDSTONE, P.A.

2301 WEST PALM BEACH ROAD, SUITE 300
POMPANO BEACH, FLORIDA 33073

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PALM BEACH (407) 732-1700

FAX (864) 975-0073

May 1, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100001812181
-05/07/96--01162--020
****122.50 ****122.50

Re: Illwearz, Inc.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. A check made payable to the Secretary of State for the filing fee is also enclosed. Upon filing, please return one copy of the articles in the stamped self-addressed envelope which is enclosed.

Should you have any questions, please do not hesitate to contact this office.

Your courtesy and cooperation is appreciated.

Respectfully,

Alan S. Fishman
ALAN S. FISHMAN

ASF:jam

Enclosures

Letters\Corp

PH 5/14/96

ARTICLES OF INCORPORATION
OF
TLEWEARZ, INC.

ARTICLE I -- NAME

The name of this Corporation is:

TLEWEARZ, INC.

Its business shall be carried on in the State of Florida, in the United States of America and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II -- NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation shall be: the design, manufacture, distribution and sales of tee shirts, other clothing and accessories.

In addition, the corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III -- CAPITAL STOCK

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

The stock of the corporation shall be issued for such consideration as may be determined by its Board of Directors. Shareholders may enter into agreements with the corporation or with each other to control or restrict the transfer of stock, and such agreements may take the form of options, rights of first refusal, buy-sell agreements or any other lawful forms of agreement.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 V - INITIAL REGISTERED OFFICE AND AGENT

The corporation's Initial Registered Agent and Registered Office : Alan S. Fishman, Esq.
2301 West Sample Road
Building 3, Suite 3A
Pompano Beach, Florida 33073

Acknowledgment and Consent of Registered Agent:

Having been named Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

ALAN S. FISHMAN, ESQ.
Registered Agent

By: Alan S. Fishman
ALAN S. FISHMAN, ESQ.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The names and addresses of the initial members of the first Board of Directors are: Andrew Weinraub
5075 N.W. 98th Way
Coral Springs, Florida 33076

The business of the corporation shall be managed by a board of Directors consisting of one (1) directors. The number of directors may be increased or diminished from time to time in accordance with the By-laws.

ARTICLE VI - BY-LAWS

The Board of Directors or the shareholders may adopt, amend, alter or repeal B-Laws of the corporation. The By-Laws may contain any provisions for the regulation or management of the affairs of the corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE VII

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

The corporation shall indemnify any Director or Officer, and shall have the power to indemnify any Employee, Agent or other person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she was or is acting on behalf of, or at the request of the corporation. Such indemnification may take the form of court costs, attorneys' fees or other expenses incurred by such person involved in such action, suit or proceeding.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended or repealed by an affirmative vote of a majority of the shareholders of the corporation at any meeting called expressly for that purpose, and all rights conferred on shareholders hereunder are granted subject

to this reservation.

ARTICLE 18 INCORPORATORS

The name and address of the Incorporator to these Articles of Incorporation is:

Alan S. Fishman, Esq.
2301 West Sample Road
Building 3, Suite 3A
Pompano Beach, Florida 33073

ARTICLE 8 - PRINCIPAL OFFICE

The principal office of the corporation shall be located at:

5075 N.W. 98th Way
Coral Springs, Florida 33076

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 1 day of May, 1996.

Alan S. Fishman, Attorney
Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

THE FOREGOING INSTRUMENT was acknowledge before me this 1 day of May, 1996 by Alan S. Fishman, who is personally known by me ~~or who produced~~ _____ as ~~identification~~.



JANE A. MCDEVITT
MY COMMISSION # CG 108406 EXPIRES
May 31, 1998
BONDED THRU TROY FAUN INSURANCE, INC.

Jane A. McDevitt
NOTARY PUBLIC, STATE OF FLORIDA
Jane A. McDevitt
Printed Name of Notary Public

53 MAY -6 11 04 17

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

Pursuant to Chapter 48.091, Florida Statutes, the following in submitted, in compliance with said Act:

First--that ILLWEARZ, INC., desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Pompano Beach, County of Broward, State of Florida, has named Alan S. Fishman, located at 2301 West Sample Road, Building 3, Suite 3A, City of Pompano Beach, County of Broward, State of Florida, as its agent to accept service of process within this state.

Alan S. Fishman

ACKNOWLEDGMENT: (must be signed by designated agent)

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept said appointment and agree to act in this capacity, and I agree to comply with the provisions of said Act relative to keeping said office open.

Alan S. Fishman
Resident Agent

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