

PO 1600042636

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

No. 52504

RE: *Urban Page C/O Florida*

96 MAY 20 11:11:01

SECRETARY DISBURSED
 TALLAHASSEE, FLORIDA

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

- Capital Express™
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- () Cert. Copy(s)
- Art. of Amend. File
- Dissolution/Withdrawal
- C U S
- Fictitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, _____ Copies
- Courier Service
- Shipping/Handling
- Phone () _____
- Top Priority _____
- Express Mail Prep. _____
- FAX () _____ pgs.

300001830153
 -05/20/96--01066--005
 ****122.50 ****122.50

SUBTOTALS _____

DIVISION OF CORPORATION
 96 MAY 20 AM 9:39

RECEIVED

JH 5/20/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<i>5/20</i>		
TIME	<i>9:30</i>		CK No. _____
BY	<i>JH</i>		

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

WALK-IN Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
URBAN RAGE CLOTHING, INC

FILED
96 MAY 20 11:11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned , hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation be virtue of the laws of the State of Florida under the following proposed charter:

ARTICLE I - NAME/ADDRESS

The name of this corporation shall be Urban Rage Clothing, Inc. and its business shall be carried on in the State of Florida and such other states and foreign countries as may be agreed upon, and its principal place of business shall be 621 Orange Street, Tarpon Springs, FL 34689 or such other place as from time to time is designated.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE III - PURPOSE

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the

State of Florida. This corporations primary business shall be Clothing Retail, and every other act or thing incidental or pertaining to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted by law.

ARTICLE IV - STOCK CLAUSE

The aggregate number of share which the corporation shall have authority to issue is 3,000 shares with a par value of \$1.00 per share.

ARTICLE V - PREEMPTIVE RIGHTS AND RELATED MATTERS

Each holder or shares of this corporation shall have the first right to purchase shares of this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares held at the time bears to the total number of share outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pays or the shares preemptive within thirty days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue and inviting him to exercise his preemptive rights.

ARTICLE VI - OFFICERS AND DIRECTORS

The business and affairs of the corporation shall be conducted and

managed by a Board of Directors who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-laws, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The name and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

President / Director: **Damien Arfaras** -
6221 Orange Street, Tarpon Springs, FL 34689

VP/Director: **Chuck Scott** -
209 W. Lemon Street, Tarpon Springs, FL 34689

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial Registered Office of this corporation is 36358 U.S. Highway 19 North, Palm Harbor, FL 34684. The name of the initial registered agent of this corporation at that address is **JAMES J. SPANOLIOS, ESQ.**

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and Shareholders in accordance with the Shareholders Agreement.

ARTICLE XII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

IN WITNESS WHEREOF, I the undersigned, being the original subscribed to the capital stock herein named, for the purpose of forming a corporation to do business in the State of Florida, under the Laws of the state of Florida, do make and file these articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and set my hand and seal this 12 day of MAY, 1996.

J. Spanolios
Incorporator

BEFORE ME, the undersigned authority, personally appeared JAMES J. SPANOLIOS, personally known to me or who produced as identification: _____, and who did take an oath, after first being duly sworn, deposes and says that the things and matters contained in the Articles of Incorporation are true and correct and that he executed the same for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 13TH day of MAY, 1996.



BART J. COLORAF
COMMISSION # CC438687
EXPIRES FEB. 13, 1990
ALAN NOTARY SERVICE
1-800-488-8040

Bart J. Coloraf
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE STATE
AND NAMING AN AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
MAY 20 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute, the following is submitted:

1. That Urban Rage Clothing, Inc. organized under the laws of the state of Florida, with its principal place of business being:

621 Orange Street
Tarpon Springs, FL 34689

has named as its registered agent to accept process within this State:

James J. Spanolios, Esq.
36358 U.S. Highway 19 North,
Palm Harbor, FL 34684

ACCEPTANCE

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

J. Spanolios
James J. Spanolios, Esq.

BEFORE ME, the undersigned authority, personally appeared , James J. Spanolios, Esq. personally known to me or who produced as identification:

SWORN TO AND SUBSCRIBED before me this 13TH day of
MAY , 1996.



BART J. COLORAFI
COMMISSION # CC43868
EXPIRES FEB. 13, 1998
ALAN NOTARY SERVICE
1-800-488-8040

Bart J. Colorafi
Notary Public