

May 17 1996

TRIPP, SCOTT, CONKLIN

No. 739 P. 1/4

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 STATE OF FLORIDA
 409 EAST GAINES STREET FT. LAUDERDALE FL 33302-0000
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(((H98000007051))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: VERTICAL APPAREL GROUP, INC.
 FAX AUDIT NUMBER: H98000007051 CURRENT STATUS: REQUESTED
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5/20/96
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 96 MAY 20 AM 8:40
 DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
VERTICAL APPAREL GROUP, INC.**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

Vertical Apparel Group, Inc.

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this Corporation is:

**1521 Alton Rd., Suite 161
Miami Beach, Florida 33139**

FILED
MAY 20 11:22
CORPORATION
STATE OF FLORIDA
TALLAHASSEE

Prepared by:

William J. Gross, Esq.
Bar No. 0096678
Tripp, Scott, Conklin & Smith
P.O. Box 14245
Fort Lauderdale, FL 33302
(954) 525-7300

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Anne Franco
1521 Alton Rd., Suite 161
Miami Beach, Florida 33139

**ARTICLE VI
PRE-EMPTIVE RIGHTS**

Each shareholder of the Corporation shall have full pre-emptive rights to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue shares.

**ARTICLE VII
INCORPORATOR**

The name and street address of the Incorporator is:

Anne Franco
205 S. Hibiscus Drive
Miami, Florida 33139

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This Corporation shall have One (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than One (1). The name and address of the initial Director of this Corporation are:

<u>Name</u>	<u>Address</u>
Anne Franco	205 S. Hibiscus Drive Miami, Florida 33139

**ARTICLE IX
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 16th day of May, 1996.


Anne Franco, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


Anne Franco, Registered Agent