

P96000043494

HEIDI M. ROTH, P.A.
ATTORNEYS AT LAW
2330 PONCE DE LEON BOULEVARD
SUITE 201
CORAL GABLES, FLORIDA 33134

HEIDI M. ROTH
JEFFREY A. JACOBS
AARON FRUHLING
OF COUNSEL

TELEPHONE
(305) 445-8840
TELECOPIER
(305) 446-7586

May 10, 1996

Florida Department of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

900001823553
-05/15/96--01142--018
****122.50 ****122.50

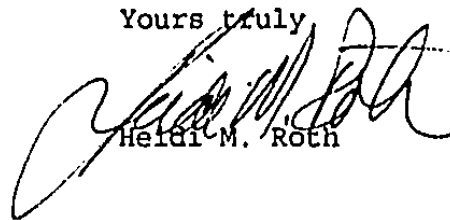
Re: Creative Wear, Inc.
Our File No. 96-348

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for Creative Wear, Inc. Also enclosed is our check in the sum of \$122.50 to cover the necessary fees for the filing of this document.

Your attention to this matter is appreciated.

Yours truly



Heidi M. Roth

HMR/ym
Enclosures

96.348/BRSTATE.LTR

FILED
96 MAY 15 AM 9:25
DIVISION OF STATE
TALLAHASSEE, FLORIDA

SAS
5/22/96

**ARTICLES OF INCORPORATION
OF
CREATIVE WEAR, INC.**

FILED
96 MAY 15 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be CREATIVE WEAR, INC.

ARTICLE II

The principal office of this Corporation shall be located in the City of Pembroke Pines, Broward County, Florida and the street address of said principal office shall be 19306 N.W. 13th Street, Pembroke Pines, Florida 33029.

ARTICLE III

This Corporation is organized for the following purposes:

1. To engage in the design, marketing and sale of clothing.
2. To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 500 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V

The amount of capital with which this Corporation will begin business shall be and is in the sum of Five Hundred Dollars (\$500.00).

ARTICLE VI - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

This Corporation shall have three (3) Officers and Directors, initially. The name and street address of the initial Officers and Directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

---NAME---	---ADDRESS---
JEFFREY G. PRISKIE, President/Secretary	19306 N.W. 13th Street Pembroke Pines, Fl 33029
JANET MILLER, Vice President	19306 N.W. 13th Street Pembroke Pines, Fl 33029
LISA EVANS, Treasurer	19306 N.W. 13th Street Pembroke Pines, Fl 33029

ARTICLE VIII

The name and address of the person signing these Articles are:

JEFFREY G. PRISKIE

19306 N.W. 13th Street
Pembroke Pines, Fl 33029

ARTICLE IX

Pursuant to Section 48.091, Florida Statutes, JEFFREY G. PRISKIE, 19306 N.W. 13th Street, Pembroke Pines, Florida 33029 is hereby designated as the Corporation's agent to accept service of process within the State of Florida.

ARTICLE X

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

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law.

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That, CREATIVE WEAR, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named Jeffrey G. Priskie, located at 19306 N.W. 13th Street, Pembroke Pines, Florida 33029, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at 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 said office.



JEFFREY G. PRISKIE
Resident Agent

FILED
96 MAY 15 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Requestor's Name _____
 Address _____
 City, State/Zip _____ Phone # _____

Office Use Only

P96000043494

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

RECEIVED
 MAY 27 11 41 AM '97
 FEDERAL BUREAU OF INVESTIGATION
 DEPARTMENT OF JUSTICE
 APPROVED
 AND
 RECORDED
 FILED

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

600002189836--0
 -05/23/97--01069--005
 *****96.25 *****96.25

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

P96000043494
 New Amend
 * Cert Copy 5-27-97
 + Cert of Sta
 3Pgs

Examiner's Initials	_____
---------------------	-------

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

CREATIVE WEAR, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Change Name of corporation to:

ARTICLE I FATHER GOOSE, INC.
As of 5/1/97

ARTICLE VII

change Vice President From
JANET Miller
TO:
Renee Beskrie
19326 NW 13 ST
Pembroke Pines, FL 33029

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEBRUARY 27, 1997

97 MAR 27 09 18 19

APPROVED
AMENDED
FILED

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 5/1/97

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group"

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 21 day of May, 19 97

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JEFFREY PRISKIE

Typed or printed name

CEO / PRESIDENT

Title