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LAW OFFICE
WEINTRAUB & ROSEN
SUITE 601
3225 AVIATION AVENUE
MIAMI, FLORIDA 33133

96 MAY 16 PM 2:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(305) 854-0408
TELEFAX
(305) 208-1632

MICHAEL A. ROSEN

May 13, 1996

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

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****122.50 ****122.50

Attn: Division of Corporations

Re: Western Wear Sales Corp.

EFFECTIVE DATE
5-14-96

Dear Sir:

Enclosed are:

1. An original and one copy of the Articles of Incorporation of Western Wear Sales Corp.
2. A check in the amount of \$122.50 as payment for the filing fees, charter tax, certified copy of the Articles of Incorporation and designation of registered agent.

Please record and file the original Articles of Incorporation and the designation of registered agent. Certify the copy of the Articles and return it to me. I will appreciate your cooperation in this matter.

Sincerely yours,


Michael A. Rosen

MAR:ng

Enclosures

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PH 5/22/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WESTERN WEAR SALES CORP.

EFFECTIVE DATE
5-14-96

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME AND MAILING ADDRESS

The name of the corporation is WESTERN WEAR SALES CORP., and the corporation's initial mailing address is 10761 N.W. 89th Avenue, Hialeah Gardens, FL 33016.

ARTICLE II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution of these Articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock, each share having a par value of One Dollar (\$1.00).

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10761 N.W. 89th Avenue, Hialeah Gardens, Florida 33016, and the name of the initial registered agent of this corporation at that address is Brock Shiffer.

ARTICLE VI. 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 as provided in the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Brock Shiffer

10761 N.W. 89th Avenue
Hialeah Gardens, FL 33016

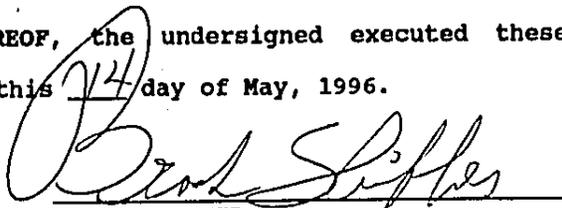
ARTICLE VII. SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is: BROCK SHIFFER, 10761 N.W. 89th Avenue, Hialeah Gardens, Florida 33016.

ARTICLE VIII. AMENDMENTS

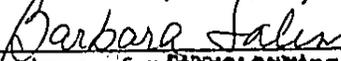
These Articles of Incorporation may be amended in the manner provided by law. In order to be effective, every amendment must be approved by the holders of a majority of the stock entitled to vote thereon at a meeting of stockholders called for such purpose, unless all the stockholders entitled to vote sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 14 day of May, 1996.


BROCK SHIFFER

STATE OF FLORIDA)
 : ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 14 day of May, 1996, by BROCK SHIFFER, who is personally known to me or who has produced _____ (type of identification) as identification and who did not take an oath.


Signature of person taking acknowledgment
Notary Public, State of Florida
My Comm. expires June 29, 1997
Name of acknowledger typed, printed or stamped

Notary Public
Title or rank

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
WESTERN WEAR SALES CORP., AT THE PLACE DESIGNATED, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE

Bruce Slippes

DATE

5/14/96