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MICHAEL BRUCE COHEN, ESQ.
5513 NORTH MILITARY TRAIL, # 702
BOCA RATON, FLORIDA 33496
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -6 AM 10:29

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

EFFECTIVE DATE
4-29-97

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-05/06/97--01038--014
****122.50 ****122.50

April 30, 1997

Dear Sir/Madam:

Enclosed please find one original and one photocopy of the Articles of Incorporation of MEG COMPANY INC., and check number 425 in the amount of \$122.50.

Please file same and return a certified copy of the Articles to my above address.

Thank you.

Very truly yours,

M Cohen

Michael B. Cohen, Esq.

512
789,625,671
W97-10622

Michael Cohen GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Info: I, Galt, Date, RA Over, etc*
DATE *5/20/97*
DOC EXAM *D. Brown*

D. BROWN MAY 20 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 8, 1997

MICHAEL B. COHEN, ESQ.
5513 NORTH MILITARY TRAIL, #702
BOCA RATON, FL 33496

SUBJECT: MEG COMPANY INC.
Ref. Number: W97000010622

We have received your document for MEG COMPANY INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 697A00024520

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ARTICLES OF INCORPORATION

OF

A.M. COMPANY OF MIAMI, INC.

EFFECTIVE DATE
4-29-97

We the undersigned, desiring to organize a subchapter S corporation for the purpose hereinafter stated, pursuant to the laws of the State of Florida , hereby certify as follows:

ARTICLE I

The name of this corporation shall be and is A.M.COMPANY OF MIAMI, INC.

ARTICLE II

PURPOSE

The general nature of the services to be rendered by this corporation shall be as follows to wit:

A. To engage in every phase and aspect of the business of garment cutting contracting.

B. To buy, sell, deal in and exchange shares of its own capital stock. No shareholders of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his or her stock;

C. To borrow money and to contract debts in such amount or amounts as the Board of Directors may from time to time determine, when necessary or convenient for the transaction of its professional services, or for the exercise of its corporate rights, privileges or franchise, or for any other lawful purpose or its incorporation, to issue bond, promissory notes, bills of exchange, debentures or other obligations and evidence of indebtedness, payable at a specified time or times or payable on the happening of

a specified event or events, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed in payment for property purchased or acquired, or for any other lawful objective;

D. To do all acts of every kind and nature which are from time to time deemed by the Board of Directors to be necessary, suitable, convenient or proper for the accomplishment of any of the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as a holder or by virtue of any interest in any property, or otherwise.

E. To acquire all or any part of the good will rights, property and service of any person, or corporation or association, heretofore or hereafter engaged in any service which the corporation has the power to conduct; to apply for the same in cash, or stocks or bonds of the corporation; to hold utilize or in any manner dispose of all or any part of the rights and property so acquired and to assume in connection therewith any liabilities of any person, corporation or association, and to conduct in any lawful manner the whole or any part of the service thus acquired.

F. To subscribe for, receive, purchase, or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, mortgage, assign, deposit, create trust with respect to, deal in, exchange, sell and otherwise dispose of alone or in syndicates or otherwise in conjunction with others, and generally deal in and with any or all of the following (hereinafter sometimes referred to collectively as "securities" or individually as "security"): namely, all kinds of shares, stocks, voting trust certificates,

trust certificates, bonds mortgages, debentures, trust receipts, notes and other securities, obligation, contracts, certificates of interest, choses in action and evidence of indebtedness generally of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidence of any interest therein or in respect thereof; to acquire or become interested in any such securities by original subscription, underwriting, participation in syndicates or otherwise and irrespective of whether or not such securities are fully paid or subject to further payments or assessments; to issue in exchange therefor its own securities, and while the owner or holder of any such, to exercise all the rights, powers and privileges of ownership or interest in respect thereto; and to promote, manage, participate in any act as agent for any underwriting, purchasing or selling syndicate or group and otherwise, to purchase, sale or distribution of any such securities.

G. To promote, cause to be organized, finance and aid by loan, subsidy, guaranty, contribution to capital or surplus, or otherwise, any corporation, association, partnership, syndicate, entity, personal or governmental, municipal, or public authority, domestic or foreign, located in or organized under the laws of any authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, any security of which is held directly or indirectly by or for the corporation, or in the business, financing or welfare of which the corporation shall have any interest, and in connection therewith to guarantee

or become surety for the performance of any undertaking or obligation of the foregoing and to guarantee by endorsement or otherwise the payment of the principal of, or in interest or dividends on, any such security of the foregoing; and generally to do any acts or things designed to protect, preserve, improve or enhance the value of any such security.

H. And, without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE III

STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time and the class thereof is as follows: seven thousand five hundred (7500) shares common stock with a par value of One (\$1.00) Dollar.

ARTICLE IV

EXISTENCE

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

ARTICLE V

OFFICE

The principal office of this corporation shall be at 5131 N.W. 165th Street, Miami, Florida 33014 with branch offices in such other cities, towns states or counties as may from time to time be authorized by its Board of Directors. The name of the initial registered agent of this corporation at said address is MARGARET

FERINO.

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 by the by-laws but shall never be less than one (1). The name and address of the initial director of this corporation is

MARGARET FERINO.
5131 N.W. 165th Street
Miami, Florida 33013

ARTICLE VII

STOCK TRANSFERABILITY

No shareholders of this corporation may sell or transfer his shares in this corporation until after the same shall have been approved at a stockholders meeting specially called for such purpose, by the holders of a majority of the outstanding stock. The Board of Directors of this corporation may adopt additional by-laws restraining the alienation of shares and providing for the purchase or redemption by the corporation of its shares; provided, however, that such provisions dealing with the purchase or redemption by the corporation of its shares may not be invoked at a time or in a manner that would impair the capital of this corporation.

ARTICLE VIII

STOCK OWNERSHIP

The Board of Directors shall require upon the death of any officer, shareholder, agent or employee of this corporation, the following: upon his or her death, the deceased shareholder's stock shall first be offered for redemption to the corporation, under the

terms and conditions to be agreed upon by and between the corporation and the shareholders.

ARTICLE IX

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE X

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE XI

INCORPORATORS

The name and address of each incorporator of these Articles of Incorporation is:

MARGARET FERINO
5131 N.W. 165th Street
Miami, Florida 33014

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 29th day of

APRIL, 1997.

I UNDERSTAND AND ACCEPT THE DUTIES AND
RESPONSIBILITIES AS REGISTERED AGENT FOR SAID
CORPORATION

Margaret Ferino

MARGARET FERINO
Incorporator/Director/
Registered Agent

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, MARGARET FERINO, to me well known and known to me

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97 MAY -6 AM 10:29

to be the person who executed the foregoing Articles of
Incorporation, and acknowledged that she signed and executed the
same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal in the county and state aforesaid this 29th day of
APRIL 1997.



NOTARY PUBLIC

My commission expires:

