

JUN 07-1996 01:56 PM FAX: (904) 922-4000
TO: DIRECTOR OF CORPORATIONS FROM: EMPIRE CORPORATION COMPANY
DEPARTMENT OF STATE 1402 N. FLAGLER ST
STATE OF FLORIDA SUITE 400
409 EAST GAINES STREET MIAMI FL 33136-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H96000007995))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: WHERE YA BEEN WEAR, INC.
FAX AUDIT NUMBER: H96000007995 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/07/1996 TIME REQUESTED: 09:18:36
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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ARTICLES OF INCORPORATION
OF
WHERE YA BEEN WEAR, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, which has been organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporation, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be WHERE YA BEEN WEAR, INC.

ARTICLE II

The street address of the initial principal office of the corporation is 460 Spoonbill Lane; Melbourne Beach, Florida 32951.

ARTICLE III

The number of shares of stock that the corporation is authorized to issue is 500 shares at \$1.00 per value.

ARTICLE IV

The name of the corporation's registered agent and his/her street address is: David A. Wolfson; 15321 S. Dixie Hwy., Suite 209, Miami, Florida.

ARTICLE V

The name and address of each incorporator is:
David A. Wolfson; 15321 S. Dixie Hwy., Suite 209, Miami,

David A. Wolfson
P.O. Box 145813
Miami, FL 33114-2828
(305) 595-0625
FBN. 149432

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Florida 33157

ARTICLE VI

The corporation shall have Not less than 1 nor more than 5 Directors.

The names and addresses of the individuals who are to serve as the initial directors are:

Oary Levine; 440 Spoonbill Lane, Melbourne Beach, Florida 32951

...

ARTICLE V

The corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE VI

The general nature of the business and objects and purposes to be transacted by the corporation, are to transact any lawful business, and shall have any and all lawful powers.

The undersigned has executed these Articles of Incorporation this June 7, 1996


David M. Wolfson, Incorporator

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CERTIFICATION OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that WHERE YA BEEN WEAR, INC. desiring to organize under the laws of the State Florida with its principal office, as indicated in the articles of incorporation has named David A. Wolfson located at 15321 S. Dixie Hwy., Suite 209 in the city of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


David A. Wolfson

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