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PROMOTIONS
LEGAL & FINANCIAL SERVICES
ACCOUNT NO. : 072100000032

REFERENCE : 988600 6162B

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pymt

ORDER DATE : June 14, 1996

ORDER TIME : 3:31 PM

ORDER NO. : 988600

100001868481

CUSTOMER NO: 6162B

CUSTOMER: Jack A. Kirschenbaum, Esq
GRAY HARRIS ROBINSON
KIRSCHENBAUM & PEEPLES
Glass Bank Building
505 North Orlando Avenue
Cocoa Beach, FL 32931

DOMESTIC FILING

NAME: TANGELO SWIMWEAR INTERNATIONAL
INC.

EFFECTIVE DATE:

6/5/96

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

W96-12841

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

Dmc 6/17/96
cf 6/24/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

June 17, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: TANGELO SWIMWEAR INTERNATIONAL INC.
Ref. Number: W96000012841

RESUBMIT

Please give original
submission date as file date.

We have received your document for TANGELO SWIMWEAR INTERNATIONAL INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 896A00029936

ARTICLES OF INCORPORATION
OF
TANGELO SWIMWEAR INTERNATIONAL INC.

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation is a natural person competent to contract and form a corporation under the laws of the State of Florida and does certify that he has become a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of this corporation is TANGELO SWIMWEAR INTERNATIONAL INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

The corporation shall have all of the powers given to it by the laws of the State of Florida, now or hereafter, and specific powers herein enumerated shall not be construed as a limitation upon the powers of the corporation.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock with a nominal or par value of \$1.00.

ARTICLE V

This corporation is to exist perpotually.

ARTICLE VI

The initial post office address of the principal office of this corporation is in the State of Florida, County of Brevard, at 70 Cedar Avenue, No. 4, Cocoa Beach, FL 32931. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The names of the members of the first Board of Directors who will serve until the first annual meeting of shareholders or until his or her successor or successors are elected and shall qualify is:

REBECCA J. GUY

SHMUEL TAL

YEHUDA BAOR

ARTICLE VIII

The name and address of the Incorporator signing these Articles of Incorporation is:

JACK A. KIRSCHENBAUM
Post Office Box 1870
Melbourne, FL 32902-1870

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The registered agent of this corporation shall be JACK A. KIRSHENBAUM, and the registered office of this corporation shall be 1800 West Hibiscus Boulevard, Melbourne, FL 32902-1870.

ACCEPTANCE OF REGISTERED AGENT

I, JACK A. KIRSCHENBAUM, the Registered Agent for TANGELO SWIMWEAR INTERNATIONAL INC., am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of June, 1996.



JACK A. KIRSCHENBAUM

STATE OF FLORIDA)
) ss:
COUNTY OF)

THE FOREGOING INSTRUMENT was acknowledged before me this 12th
day of June, 1996, by JACK A. KIRSCHENBAUM, who is
personally known to me, or who produced _____
_____ as identification, and who did take an oath.

My commission expires:

Terry Lynn Arnold
Notary Public Signature

Terry Lynn Arnold
Print Notary Public Name

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