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ROBERT ALLMAN
1821 Northeast 146th Street
Miami, Florida 33181
Telephone (305) 919-9700
Facsimile (305) 919-9760

June 24, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600001876326
-06/26/96--01077--001
*****70.00 *****70.00

RE: UNITED STATES JEANS COMPANY, INC.

Greetings:

Enclosed are one original and two (2) copies of the articles of incorporation for the above corporation and a check in the amount of \$70.00 as payment for filing fees of the articles of incorporation and the registered agent designation.

Also enclosed is a prepaid Express Mail envelope. I would be most appreciative if you would please expedite filing this corporation. I've enclosed the Express Mail envelope to facilitate the return of the filed documents to me.

Thank you for your time and consideration.

Sincerely,



Robert Allman

Dmc
6/26/96

FILED
96 JUN 25 AM 8:46
TALLAHASSEE, FLORIDA

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95 JUN 25 AM 0:46
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**ARTICLES OF INCORPORATION
FOR
UNITED STATES JEANS COMPANY, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: UNITED STATES JEANS COMPANY, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 555 NE 34th Street, Suite 906, Miami, Florida 33137-4055

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Seven thousand five hundred shares (7,500).

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

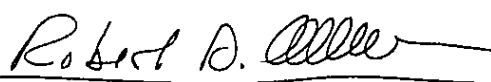
ROBERT D. ALLMAN, 1821 NE 146th Street, Miami, Florida 33181.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

ROBERT D. ALLMAN, 1821 NE 146th Street, Miami, Florida 33181.

The undersigned has executed these Articles of Incorporation this 24th day of June, 1996.



Signature

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

95 JUN 25 PM 8:46

Pursuant to the provisions of sections 607.0501 or 617.0501, 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.

1. The name of the corporation is: UNITED STATES JEANS COMPANY, INC.
2. The name and address of the registered agent and office is:

Robert D. Allman, 1821 NE 146th Street, Miami, Florida 33181

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.

Robert D. Allman
ROBERT D. ALLMAN

6.24.96
DATE