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FROM: EMERRE CORPORATION ET AL COMPANY

1492 PLAC

SUITE 200

MIAMI FL 33135-

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (305) 641-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TOPLINE UNIFORMS, INC.

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EMPIRE CORPORATE KIT

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TOPLINE UNIFORMS, INC.

ARTICLE I
CORPORATE NAME

The name and principal address and mailing address of the Corporation is: TOPLINE UNIFORMS, INC., 1257 Alton Road, Miami Beach, FL 33139.

ARTICLE II
NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Hundred (100) shares of one class of common stock having a par value of One (\$1.00) Dollar per share.

USHER BRYN, ESQ.
2999 N.E. 191 ST. PHL
AVENTURA, FL 33180
(305) 937-1308
FL. BAR NO. 0475203

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TALLAHASSEE, FLORIDA

ARTICLE IV

PREEMPTIVE RIGHTS

All Shareholders of the Corporation shall be vested with full preemptive rights.

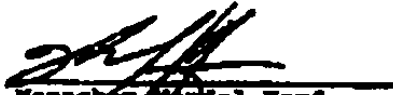
ARTICLE V

**INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE**

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are: Menachem Mendel Korf, 1257 Alton Road, Miami Beach, Fla. 33139.

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.


Menachem Mendel Korf
Registered Agent

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ARTICLE VI

INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The name and address of the Initial Director who shall hold office until a successor has been chosen shall be:
Menachem Mendel Korf, 1125 West Avenue, Apt. 302, Miami Beach,
Florida 33139.

ARTICLE VII


INCORPORATOR

The name and address of the person signing these Articles is: Menachem Mendel Korf, 1125 West Avenue, Apt. 302, Miami Beach,
Florida 33139.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 26th day of July,
1996.


Menachem Mendel Korf
Incorporator

COUNTY OF DADE }
STATE OF FLORIDA } ss:

The foregoing instrument was acknowledged before me this 26th
day of July, 1996, by Menachem Mendel Korf, who is personally known
to me.


Notary Public

My

NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 000000
MY COMMISSION EXPIRES OCT. 1998

Articles Prepared By:

Usher Bryn, Esquire
2999 NE 191 Street, Penthouse Six
Aventura, Florida 33180
(305) 937-1308
Fla. Bar No. 0475203

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