From the Desk of Celia

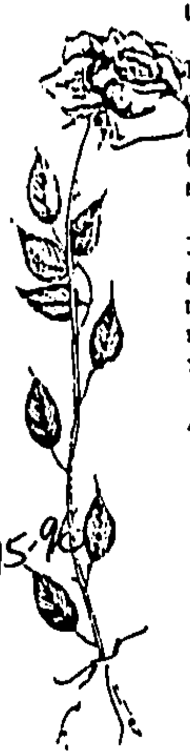
August 7, 1996

P96000068415

Secretary of State
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Fla. 32314

Re: Articles of Incorporation
Dreams Wholesale Merchandising, Inc.
~~a/k/a D.W.M.I.~~

000001920160
-08/13/96--01090--009
****122.50 ****122.50



Enclosed please find original and one copy of the above referenced together with my check no. 2364 in the amount of $122.50, filing fees.

If this name is not available upon your receipt of these enclosures, please advise me ASAP since I did not reserve the name prior to submission. I did call your Office three times within the last two weeks to verify that said corporate name was available as stated herein.

In advance, thank you all so very much for your courtesies and cooperation in this regard. Also, thank you for helping me in saving the $35.00 reservation fee 'cause I'm going to need alot more than that to get this Corporation put together right, from now and from now on.

Any question, please do not hesitate to contact me.

FILED
96 AUG 12 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,

Celia

called 8-15-96

Celia Nash Presberg, CLA
775 West 50th Street
Miami Beach, Fla. 33140
305/864-6168

EFFECTIVE DATE
8-5-96

enclosures

DMC 8/15/96

cc: Roland Bollis
c/o Houston Wholesale Merchandising, Inc.

P.S. Lastly, Enclosed please find self stamped and addressed envelope for your convenience. Cp

Celia gave auth by phone to correct Article I + III
8/16/96

FILED

96 AUG 12 AM 9:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DREAMS WHOLESALE MERCHANDISING, INC.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

EFFECTIVE DATE
8-5-96

ARTICLE I. NAME

The name of this Corporation is:

DREAMS WHOLESALE MERCHANDISING, INC. ~~a/k/a D.W.M.I.~~

ARTICLE II. GOVERNING LAW

This Corporation is organized pursuant to the provisions of the Florida General Corporation Act.

ARTICLE III. DURATION

The period of its duration is perpetual, commencing on the date of ~~execution and acknowledgement of these Articles on~~ ~~______, 1996~~ August 5, 1996.

ARTICLE IV. PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V. CAPITAL STOCK

This Corporation is authorized to issue one thousand (1000) shares of (no) par value stock.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial principal office of this Corporation is:

8000 East Drive, Suite 102
North Bay Village, Fla. 33141

Prepared by:
Celia Nash Presberg
775 West 50th Street
Miami Beach, Fla. 33140
(305) 864-6168

the name of the Initial Registered Agent of this Corporation is Celia Nash Presberg. The Board of Directors from time to time may have the registered office to any other address within the State of Florida.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

NAME	ADDRESS
CELIA NASH PRESBERG President/Sec. Treas.	775 West 50th Street Miami Beach, Fla. 33140
LEWIS S. KIMLER Vice President	499 Northwest 70th Avenue Suite 108 Plantation, Fla. 33317

ARTICLE VIII. INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
CELIA NASH PRESBERG	775 West 50th Street Miami Beach, Fla. 33140
LEWIS S. KIMLER	499 Northwest 70th Avenue Suite 108 Plantation, Fla. 33317

ARTICLE IX. INDEMNIFICATION

This Corporation shall have the power to indemnify any officer or director, or any former officer or director of the Corporation to the full extent by law.

ARTICLE X. RESTRICTION ON THE TRANSFER OF STOCK

The shares of capital stock of this Corporation held by any shareholder may not be resold, pledged, hypothecated, mortgaged, or otherwise transferred to other persons or entities unless first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders and this Corporation.

ARTICLE XI. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendments to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation on this 30th day of July, 1996.

Celia Nash Presberg (SEAL)

President/Secretary Treasurer (SEAL)

Lewis S. Kinler (SEAL)

Lewis S. Kinler (SEAL)
Vice President

STATE OF FLORIDA:
: SS:
COUNTY OF DADE :

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared Celia Nash Presberg, who is personally known to me and produced a Florida Driver's License as identification, and did take an oath.

Fla. Dr. Lic. No. P621-114-52-786-0 ex: 8/96

SWORN TO AND SUBSCRIBED before me this 30th day of July, 1996.

NOTARY PUBLIC
State of Florida at Large
Print Name: WINSLOW THOMPSON

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA
WINSLOW C. THOMPSON
COMMISSION NO: CC-330460
MY COMMISSION EXPIRES
NOV. 15, 1997

FILED

96 AUG 12 AM 9:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

I, Celia Nash Presberg, do hereby c[illegible] to serve as Registered Agent for the Corporation this 30 [illegible] of July, 1996.

(SEAL)
CELIA NASH PRESBERG

Current address of Registered Agent:

775 West 50th Street
Miami Beach, Fla. 33140
(305) 864-6168

From the Desk of Celia

November 10, 1996

P96000068415

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Fla. 32314

attn: Carol Mustain
Corporate Specialist

Re: Letter No: 096A00049408
Dreams Wholesale Merchandising, Inc.
Ref. No: P6000068415

Dear Carol,

2000020087 52--2
-11/19/96--01160--004
*****35.00 *****35.00

Enclosed is check no. 2436 payable to your department together with Articles of Dissolution dated October 19, 1996.

Please file these documents and send me copy at your first opportunity. Enclosed is a self stamped and addressed envelope in my request, for your convenience.

It is not necessary for me to have a certified copy in my files as long as dissolution has been properly processed.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,

Celia

Celia Nash Presberg, C[illegible]
775 West 50th Street
Miami Beach, Fla. 331[illegible]
305/864-6168

APPROVED AND FILED

96 NOV 18 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enclosures

cc: Martin Starr, Esq.
Lewis S. Kimler, Esq.

P96000068415
Vol c155
Nov 18
CM

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 25, 1996

CELIA NASH PRESBERG
775 WEST 50TH STREET
MIAMI BEACH, FL 33140

SUBJECT: DREAMS WHOLESALE MERCHANDISING, INC.
Ref. Number: P96000068415

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file articles of dissolution or a certificate of withdrawal is $35. For each certified copy requested, please add an additional $52.50.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 096A00049408

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Dreams Wholesale Merchandising, Inc.

SECOND: The articles of incorporation were filed on: August 12, 1996

THIRD: (CHECK ONE)

☐ None of the corporation's shares have been issued.

☒ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☒ A majority of the incorporators authorized the dissolution.

☐ A majority of the directors authorized the dissolution.

APPROVED AND FILED
95 NOV 18 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 19th day of October, 19 96.

Signature [signature]
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Celia Nash Presberg, President/Secretary/Treasurer
(Typed or printed name)

(Title)