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LAW OFFICES

Sheldon R. Rosenthal

SUITE 1040 CITY NATIONAL BANK BUILDING

25 WEST FLAGLER STREET

Miami, Florida 33130

August 19, 1996

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AREA CODE 305

Corporate Records Bureau
Division of Corporations
Dept. of State
P. O. Box 6327
Tallahassee, Fl. 32314

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Re: Incorporation of: Rocker's Beach Shop Inc.

Gentlemen,

In connection with the above-captioned matter, enclosed please find fully executed original and copy of Articles of Incorporation, together with my check made payable to your order in the sum of \$122.50 representing the cost of filing these Articles.

After the Articles have been filed, please forward certified copy of same directly to the undersigned, together with your Certificate acknowledging the filing of this document.

Thank you for your courtesy and cooperation.

Very truly yours,


SHELDON R. ROSENTHAL

SRR/vh
Enc.

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56 AUG 25 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8.28.96
KR

ARTICLES OF INCORPORATION
OF
ROCKER'S BEACH SHOP, INC.

WE, THE UNDERSIGNED, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be: **ROCKER'S BEACH SHOP, INC.**, a Florida Corporation.

ARTICLE II - PURPOSE

A. To carry on and engage in the Retail Sale of men's and women's swimwear, beachwear, sunglasses, towels and all other articles and accessories which may be related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III- CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit:

FIFTY(50) Shares of Common Stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

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CLERK OF DISTRICT COURT
JAN 25 11:23:02
2002

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:
1059 Collins Avenue, Miami Beach, Florida 33139

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be **JENNIFER ROCKER**, and the Registered Office shall be located at: 945 41st Street, #202, Miami Beach, Florida 33140, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Jennifer Rocker	President,	945 41st Street, # 202
	Vice President	Miami Beach, Florida 33140
Bonnie Feld	Secretary and	945 41st Street, #202
	Treasurer	Miami Beach, Florida 33140

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of One (1) , but not more than three (3) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his/her or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jennifer Rocker	945 41st Street, #202 Miami Beach, Florida 33140
Bonnie Feld	945 41st Street, #202 Miami Beach, Florida 33140

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
Jennifer Rocker	1059 Collins Avenue Miami Beach, Florida 33139	-25-	\$ 250.00
Bonnie Feld	1059 Collins Avenue Miami Beach, Florida 33139	-25-	\$ 250.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a

party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hand and seal
at Miami, Dade County, Florida, this 19 day of August, 1996

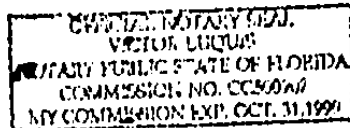
 (SEAL)
JENNIFER ROCKER

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

FILED
3 AUG 23 PM 2:03
CLERK OF DISTRICT COURT
MIAMI BEACH, FLORIDA

The foregoing instrument was acknowledged before me this 19 day of August, 1996, by JENNIFER ROCKER, who is personally known to me or has produced her driver's license as identification and who did (did not) take an oath.

Victor Lucius
Notary Public, State of Florida at Large



My Commission Expires:

10/31/99

CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of
ROCKER'S BEACH SHOP, INC., a Florida Corporation and agree to serve as it
Registered Agent, to accept service of process within the State at its Registered Office
located at:

945 41st Street, #202, Miami Beach, Florida 33140

Jennifer Rocker
JENNIFER ROCKER
REGISTERED AGENT