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9/10/96

EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS
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((H90000012644 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: TIGHT AND LOOSE, CORP.
AUDIT NUMBER.....H90000012644
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

9/11/96
JP

SEP-10-1996 10:35

EMPIRE CORPORATE KIT

P.11/24



ARTICLES OF INCORPORATION

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS:

TIGHT AND LOOSE, CORP

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

972 S.W. 81st AVENUE
NORTH LAUDERDALE FL 33068

ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES AT ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

972 S.W. 81st AVENUE
NORTH LAUDERDALE FL 33068

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

PREPARED BY:
ELVANE BECHTINGER
B & L BUSINESS LEGAL, INC.
141 N.E. 3RD AVE. SUITE 900
MIAMI, FL 33132 (305) 373-6211
FAX: (305) 373-7247

JUCARA DA CONCEICAO ROCHA

H96000012644

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SEP-10-1996 10:36

EMPIRE CORPORATE KIT

P.12/24

H96000012644



PREPARED BY
FAY AND BUSTINION
800 S. WILSON AVE., SUITE 100
FORT WORTH, TEXAS 76102
TEL: (817) 338-1111 FAX: (817) 338-1111

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ARE:

DIRECTOR - JUCARA DA CONCEICAO ROCHA

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

JUCARA DA CONCEICAO ROCHA
972 S.W. 81st AVENUE
NORTH LAUDERDALE FL 33068

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

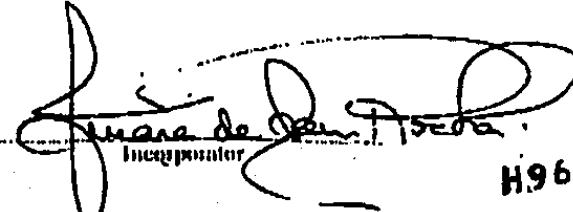
ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 10TH DAY OF SEPTEMBER OF 1996.


Incorporator

H96000012644

SEP-10-1996 10:36

EMPIRE CORPORATE KIT

P.13/24



H96000012644

PREPARED BY:
FLORIDA DEPT. OF REVENUE
P.O. BOX 10000, TALLAHASSEE, FL 32304
1000 N. GULF AVENUE, SUITE 1000
TALLAHASSEE, FL 32304
FAX: (904) 271-1000

**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT **TIGHT AND LOOSE, CORP**, DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:

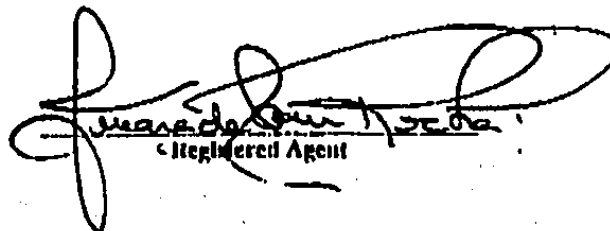
JUCARA DA CONCEICAO ROCHA,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

TIGHT AND LOOSE, CORP

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 10 DAY OF SEPTEMBER 1996.



Registered Agent

H96000012644

SEP-10-1996 10136

EMPIRE CORPORATE KIT

P.14/24



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EMPIRE
FLORIDA
W.A. L. BROWN, JR. & SONS, INC.
101 N.E. 2ND AVE. SUITE 107
MIAMI, FL 33132 (305) 373-0111
FAX: (305) 373-7107

STATE OF FLORIDA)

COUNTY OF DADE)

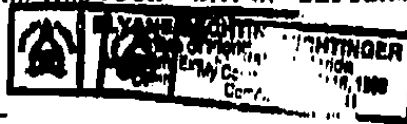
BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,

JUCARA DA CONCEICAO ROCHA

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

IN THE STATE AND COUNTY ABOVE SAID THIS 10TH DAY OF SEPTEMBER, 1996.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:

H96000012644

SEP-10-1996 10136

EMPIRE CORPORATE KIT

P. 15/24

H96000012644



SPECIFIC POWER OF ATTORNEY

THIS POWER OF ATTORNEY
IS A POWER OF ATTORNEY
AND IS NOT A POWER OF
ATTORNEY AND IS NOT A
POWER OF ATTORNEY

BEFORE KNOWINGLY, THAT I, JUCARA DA CONCEICAO ROCHA, OF MIAMI, FL, THE UNDERSIGNED, TO HEREBY GRANT A LIMITED AND SPECIFIC POWER OF ATTORNEY TO B & L BUSINESS LICAL, INC. OF MIAMI, FL. AS MY ATTORNEY-IN-FACT, SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO UNDERTAKE AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF: MANAGE THE PROCEDURES IN ORDER TO OBTAIN FROM ANY KIND OF BUSINESS LICENSES, INQUIRE ABOUT LIABILITIES WITH THE F. R. S., FLORIDA DEPARTMENTS, CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN SHALL INCLUDE SUCH INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND PERFORM THE SPECIFIC AUTHORITY GRANTED HEREIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT AND PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST INTEREST AS MY ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION. THIS POWER OF ATTORNEY MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY BE REVOKED UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER OF ATTORNEY SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE AUTHORITY OF MY ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF REVOCATION.

SIGNED UNDER SEAL THIS 10TH DAY OF SEPTEMBER, 1996.

Jucara da Conceicao Rocha
Signature
JUCARA DA CONCEICAO ROCHA
S.S.# 594-41-8566
FILED
SEP 11 AM 9 57
CLERK OF DISTRICT COURT
STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

On 9/10/1996 before me, ELVANE BROWN personally appeared,

JUCARA DA CONCEICAO ROCHA

Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is / are subscribed to the within instrument and acknowledged to me that he / she / they executed, the same in his/her/their authorized capacity (ies), and that by his / her / their signature(s) on the instrument the person(s), or The entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL.

Signature _____

Notary Public

Affiant Known ☒ Produced ID _____
Type of ID _____

(Seal)

ELVANE BROWN
Notary Public
Exp. July 14, 1998
17532041

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