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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: CASTLE EDEN CLOTHING COMPANY
AUDIT NUMBER.....H96000014124
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ARTICLES OF INCORPORATION

⑤

OF

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CASTLE EDEN CLOTHING COMPANY

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is CASTLE EDEN CLOTHING COMPANY, located at 11929 FOREST HILL BLVD., 22-333, WELLINGTON, FLORIDA 33414.

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The Initial Principal Office of this Corporation in the State of Florida shall be: 11929 FOREST HILL BLVD., 22-333, WELLINGTON, FLORIDA 33414.

The Corporation retains the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with Branch Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

Prepared By:
Francis L. Santana, Esq.
28 N. Flagler St., Suite 300
Miami, Florida 33129
FL Bar No. 770970
(305)374-1234

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**ARTICLE III
DURATION**

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The duration of the Corporation is perpetual.

**ARTICLE IV
NATURE OF BUSINESS AND POWERS**

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

**ARTICLE V
CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is 100. Such shares shall be Common Stock of a single class and shall have \$1.00 per value.

**ARTICLE VI
RIGHT OF TRANSFERABILITY**

The shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to, or acquire shares, or to acquire shares issued, outstanding or sold by any shareholder.

**ARTICLE VII
DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) Director at any time. The name and address of each person who is to serve as a member of the Initial Board of Directors is:

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ANTHONY E. AUDESA

11929 FOREST HILL BLVD., 22-333,
WELLINGTON, FLORIDA 33414

The members of the First Board of Directors shall hold office for the first year of existence of this Corporation and/or until his/her successor is elected and qualified or appointed, or until his/her earlier resignation, removal from office, or death, which occurs first.

ARTICLE VIII INCORPORATOR

The name and address of each incorporator to these Articles of Incorporation is: Francis X. Santana, Esq., 25 W. Flagler Street, Suite 500, Miami, Florida 33130.

ARTICLE IX OFFICERS OF THE CORPORATION

The names and addresses of the initial officers of the corporation, who shall hold office for the first year of the corporation or until their successors are elected or appointed, are:

ANTHONY E. AUDESA, President/Secretary
11929 FOREST HILL BLVD., 22-333
WELLINGTON, FLORIDA 33414

ARTICLE X AMENDMENT OF BY-LAWS

The By-Laws of this Corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

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**ARTICLE XI
AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' Meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XII
MEETING**

The Corporation may hold its meetings of Stockholders and/or Directors, either within or without the State of Florida.

IN WITNESS WHEREOF, the undersigned, as Incorporator(s), has/have executed the foregoing Articles of Incorporation on the 8 day of OCT, 1996.

STATE OF FLORIDA)
COUNTY OF DADE) SS

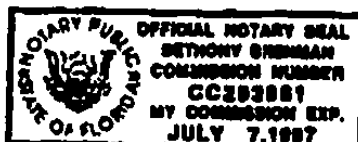
FRANCIS X. SANTANA, Incorporator

BEFORE ME, the undersigned authority, personally appeared FRANCIS X. SANTANA, to me well known to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he personally appeared before me at the time of notarization, and is personally known to me and did take an oath.

IN WITNESS WHEREOF, I have set my hand and seal, this 8 day of OCT, 1996.

Personally known to me or has
produced as
identification and did/did not
take an oath.

NOTARY PUBLIC - STATE OF
FLORIDA



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In compliance with section 48.091, FLORIDA STATUTES, the
following is submitted:

That CASTLE EDEN CLOTHING COMPANY, desiring to organize under
the Laws of the State of Florida, with its principal office located
at 11929 FOREST HILL BLVD., 22-333, WELLINGTON, FLORIDA 33414, has
named: FRANCIS X. SANTANA, ESQ., with post-office address at 28
West Flagler Street, Suite 500, Miami, Florida 33130, as its Agent
to accept Service of Process within this State.



FRANCIS X. SANTANA, Incorporator

DATE: 10/6/96

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TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been made to accept Service of Process for the above-
named Corporation, at the place designated in this Certificate, the
undersigned agrees to act in this capacity, and agrees to comply
with the provisions of Florida Law relative to keeping the
designated office open.


FRANCIS X. SANTANA
Registered Agent

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