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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: BRAND NAMES CLOTHING, INC.

AUDIT NUMBER.....H96000014775

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 22, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: BRAND NAMES CLOTHING, INC.
REF: W96000022407

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

THE PREPARER'S INFORMATION IS CUT OFF FROM BOTTOM OF PAGE. PLEASE CORRECT.

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If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H96000014775
Letter Number: 196A00048548

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ARTICLES OF INCORPORATION

OF

H96000014775

Brand Names Clothing, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c)(2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is
Brand Names Clothing, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

PREPARED BY: DAVID HERNANDEZ
210 UNIVERSITY DRIVE 502
CORAL SPRINGS, FL 33071

854-346-7288

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EMPIRE CORPORATE KIT

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ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 1918 NW 21st Street, Miami, FL, 33142 and the name of the initial registered agent of this corporation at that address is Alon S Batzri.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation is:

Alon S Batzri
1918 NW 21st Street
Miami, FL 33142

ARTICLE IX. Officers. The initial officers of the corporation will be: Alon S Batzri, President, Treasurer and Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Alon S Batzri
1918 NW 21st Street
Miami, FL 33142

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is: 1918 NW 21st Street, Miami, FL, 33142.

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IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 8th day of
October, 1996.

(SEAL)

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally
appeared, Alon S Batz, known to be and known by
me to be the person who executed the foregoing Articles
of Incorporation and he acknowledged before me that he
executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 8th day of
October, 1996.

NOTARY PUBLIC

My Commission Expires: _____


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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State State of Florida Division of
Corporations Department of State Tallahassee, FL 32304

I, Alon S Batzri, do hereby consent to serve as
registered agent for the Corporation, Brand Names Clothing,
Inc. this day of 8th day of October, 1996.



Alon S Batzri

Address of registered agent:

1918 NW 21st Street
Miami, FL 33142

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TALLAHASSEE, FLORIDA

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