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DANIEL J. ZEMEL

OF COUNSEL
HERBERT ZEMEL
FRANKLIN ZEMEL

December 26, 1996

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

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****131.25 ****131.25

Re: Articles of Incorporation for Stonehenge Neckwear Ltd., Inc.
Our File Number: 1049,001

Dear Secretary of State:

Enclosed please find the Articles of Incorporation for the above referenced corporation and a check in the amount of \$131.25 for filing same and for providing a certified copy of the Articles of Incorporation and Certificate of Good Standing.

Please be sure to mail the certified copies of the Articles of Incorporation and Certificate of Good Standing to the undersigned at the above address.

Thank you for your anticipated cooperation and attention to this matter.

Very Truly Yours,

By: _____

Daniel J. Zemel

DJZ:me

Encls.

cc: Client (copies of enclosures)

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
STONEHENGE NECKWEAR LTD., INC.**

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I.

CORPORATE NAME

The name of this corporation shall be:

STONEHENGE NECKWEAR LTD., INC.

ARTICLE II.

NATURE OF CORPORATE BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III.

CAPITAL STOCK

This corporation is authorized to issue a maximum of Ten Thousand shares of stock. The shares of stock authorized shall be common stock having no par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be: **Daniel Zemei, Esq., 2875 N.E. 191 Street, Suite 304, Aventura, Florida 33180.**

ARTICLE V.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Board of Directors. However, this corporation shall have no less than one (1) Director at any time. The initial member(s) of the Board of Directors are as follows:

Natan Brach

ARTICLE VI.

INCORPORATORS

The name and post office address of the incorporator executing these Articles of Incorporation are as follows:

Name	Address
Daniel Zemel, Esq.	2875 N. E. 191 Street Suite 304 Aventura, Florida 33180

ARTICLE VII.

COMMENCEMENT DATE

Corporate existence will commence upon filing.

ARTICLE VIII

CORPORATE ADDRESS

The initial principal office and mailing address of this corporation is: **60 N.E. 39 Street, Miami, Florida 33137.**

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.



Daniel Zemel, Esq.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE) SS:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **Daniel Zemel, Esq.**, to me ~~personally known~~, or who produced _____, as identification, being the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 26 day of December, 1996.


Print Name: NICOLE L. RICHARD
Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
NICOLE RICHARD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC456842
MY COMMISSION EXP. APR. 30, 1999

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

Dated: December 26, 1996.



Daniel Zemel, Esq.