



THE UNITED STATES
CORPORATION
COMPANY

797000014294

ACCOUNT NO. : 072100000032

REFERENCE : 259013 81638A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 13, 1997

ORDER TIME : 9:30 AM

ORDER NO. : 259013-005

CUSTOMER NO: 81638A

CUSTOMER: Thomas R. Grady, Esq
GRADY & ASSOCIATES, LPA

Suite 200
3411 Tamiami Trail North
Naples, FL 34103

FILED
97 FEB 13 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DOMESTIC FILING

NAME: RECYCLED FASHIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

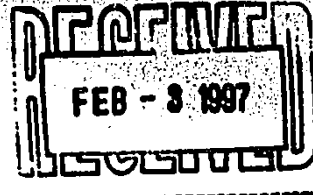
XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

RECEIVED
97 FEB 13 AM 11:23
DIVISION OF CORPORATION

WCE
2-13-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1997

DENISE R. RAKICH
GRADY & ASSOCIATES
3411 TAMiami TRAIL NORTH, SUITE 200
NAPLES, FL 34103

The name RECYCLED FASHIONS, INC. has been reserved for 120 days beginning January 29, 1997. The reservation number is R9700000448 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 397A00004475

ARTICLES OF INCORPORATION
OF
RECYCLED FASHIONS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation is **RECYCLED FASHIONS, INC.** (the "Corporation").

SECOND: The address of the corporation is 4304 South Dale Mabry Highway, Tampa, Florida 33611.

THIRD: The Corporation is organized for the purpose of engaging in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Business Corporation Act.

FOURTH: The aggregate number of shares which the Corporation is authorized to issue is 7,500 shares of a single class of common stock and the par value of each such share is \$1, amounting in the aggregate to \$7,500, which class of shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution.

FIFTH: The street address of the initial registered office of the Corporation is 3411 Tamiami Trail North, Suite 200, Naples, Florida 34103 and the name of its initial registered agent at such address is Thomas R. Grady.

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation are three (3), and the names and addresses of the person who are to serve as directors until the first annual meeting of shareholders or until their successor or successors shall have been elected and qualified are as follows:

Christopher L. Pearson
16123 Vanderbilt Drive
Odessa, FL 33556

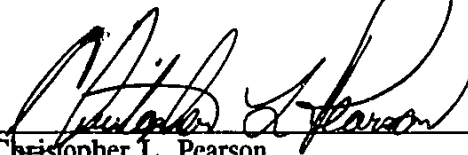
Larry R. Pearson
4351 Sanctuary Way
Bonita Springs, FL 34134

Michelle Pearson
16123 Vanderbilt Drive
Odessa, FL 33556

SEVENTH: The name and address of the sole incorporator is Christopher L. Pearson, 16123 Vanderbilt Drive, Odessa, Florida 33556.


EIGHTH: The Corporation elects to have preemptive rights to the full extent provided by law.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation this 11th day of February, 1997.



Christopher L. Pearson
Sole Incorporator

Thomas R. Grady, having been designated to act as Registered Agent, hereby agrees to act in this capacity.



Thomas R. Grady
Registered Agent