

P97000025319

Ashling M. Roche, P.A.

Attorney at Law

Phone (954) 467-6616

Fax (954) 761-3222

March 12, 1997

Secretary of State  
Division of Corporations  
P.O. Box #6327  
Tallahassee, FL 32399

800002114708--9

-03/17/97--01038--007

\*\*\*\*122.50 \*\*\*\*122.50

Re: Knucklehead Clothing, Inc.

Dear Sir/Madam:

Enclosed please find two copies of the Articles of Incorporation for the above referenced corporation. Please provide me with a certified copy of the Articles. Enclosed please find a check in the amount of One Hundred Twenty Two Dollars and Fifty Cents.

Please call my office if there is any further information needed.

Very truly yours,

  
Ashling Roche

encl.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 17 PM 3:44

cf 3/20/97

**ARTICLES OF INCORPORATION  
OF  
KNUCKLEHEAD CLOTHING, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 17 PM 3:44

The undersigned, acting as incorporators of a corporation under the laws of Florida, adopt the following Articles of Incorporation for such corporation:

**ARTICLE ONE**

The name of this corporation is Knucklehead Clothing, Inc.

**ARTICLE TWO**

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, and may do any and all things in a corporate capacity permitted under and not inconsistent with Chapter 607 of the Florida Statutes regarding corporations for profit.

**ARTICLE THREE**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 (Ten Thousand) shares of common stock of the par value of .01 (one cent) per share.

These shares shall carry preemptive rights.

#### **ARTICLE FOUR**

The amount of capital with which the corporation will begin business will not be less than \$500.00 (five hundred) dollars.

#### **ARTICLE FIVE**

The corporation shall have perpetual existence.

#### **ARTICLE SIX**

The initial street address of the principal office of the corporation will be 4313 Davis Road, Lake Worth, Florida 33461.

#### **ARTICLE SEVEN**

The number of directors will not be less than one.

#### **ARTICLE EIGHT**

The members of the first Board of Directors are to be determined at the first organizational meeting.

#### **ARTICLE NINE**

The names and street addresses of each subscriber to the Articles of Incorporation are:

1. Jennifer Laird     4313 Davis Road,  
                             Lake Worth, Florida 33461

## ARTICLE TEN

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Florida or this Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which one or more of its directors are members or employees, or in which they are interested, or between the corporation any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and not withstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

ARTICLE ELEVEN

The registered agent for the corporation shall be Jennifer Laird. The place designated for service of process shall be 4313 Davis Road, Lake Worth, Florida 33461.

WE, THE UNDERSIGNED, being all of the original subscribers to this Articles of Incorporation, do hereby make, subscribe, acknowledge and file this Articles of Incorporation, do hereby make, subscribe, acknowledge and file this Articles and certify that the facts stated herein are true, and have hereunto set our hand and seals this 12 day of March, 1997.

Jennifer A Laird  
JENNIFER LAIRD

STATE OF FLORIDA     )  
                                  )SS:  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of March, 1997 by Jennifer Laird. She is personally known to me or has produced Driver's License as identification and did/did not take an oath.

Notary Public:

sign

Elizabeth Pace

print

Elizabeth Pace

State of Florida at Large (Seal)  
My Commission Expires:



Elizabeth Pace  
My Commission CC588032  
Expires Sep. 20, 2000

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS


FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 MAR 17 PM 3:44

Knucklehead Clothing, Inc., a Corporation existing under the laws of the State of Florida with its principal office and mailing address at, 4313 Davis Road, Lake Worth, Florida 33461, has named Jennifer Laird , whose address is 4313 Davis Road, Lake Worth, Florida 33461, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
JENNIFER LAIRD