

P97000048089

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

RE: PALM BEACH CAPS & EMBLEMS INC.

Gentlemen:

000002187260--1
-05/21/97--01121--010
****122.50 ****122.50

Enclosed please find the original and one copy of Articles of Incorporations,
together with my check in the amount of \$ 122.50

This represent the cost of Filling Fees, Certified Copy of Articles of Incorporation
and Fee for Registered Agent Designation for the above named corporation.

Very Truly Yours,

Giraldo Lago
Giraldo Lago

Palm Beach Caps & Emblems Inc.
2099 Amesbury Cr.
Wellington Fl. 33414

FILED
97 MAY 29 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Done
5/22/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1997

GIRALDO LAGO
2099 AMESBURY CIRCLE
WELLINGTON, FL 33414

SUBJECT: PALM BEACH CAPS & EMBLEMS INC.
Ref. Number: W97000012143

We have received your document for PALM BEACH CAPS & EMBLEMS INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 097A00028075

ARTICLES OF INCORPORATION
of
PALM BEACH EMBLEMS INC

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is PALM BEACH CAPS & EMBLEMS INC.

ARTICLE II
SHARES

The total number of shares which the corporation shall have authority to issue is 500 shares with a par value of \$1.00 per share.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial office and the name of its initial registered agent at such address is:

Maria T. Lago
2099 Amesbury Cr
Wellington Fl 33414

ARTICLE IV
PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE V DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

GIRALDO LAGO
2099 AMESBURY CR
WELLINGTON FL 33414

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VII OTHER PROVISIONS

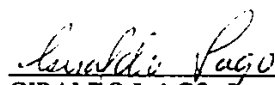
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall

notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



GIRALDO LAGO, Incorporator
2099 AMESBURY CR
WELLINGTON, FL 33414

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

PALM BEACH CAPS & EMBLEMS INC.

(Name of Corporation)

Pursuant to Florida Statute Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 2099 AMESBURY CR

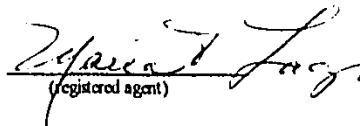
WELLINGTON FL 33414

has named MARIA T. LAGO

located at the aforesaid address, as its Registered Agent to accept service of process
with this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and been familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)