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Corporate Consulting Ltd.

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*****70.00 *****70.00

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: YOUR EX CLOTHING INC.

To Whom It May Concern:

Enclosed please find one (1) original and one (1) copy of the Articles of Incorporation along with a check in the amount of \$70.00 for the filing fee. I do not need a certified copy.

Please file and return a copy to show the date of filing to me by First Class Mail at the above address.

Thank you for your prompt attention to this matter. If you have any questions please contact me.

Sincerely,

Beth Shewell
Beth Shewell

FILED
97 JUN 27 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

"The Incorporation Specialists"

me 6/30/97

**ARTICLES OF INCORPORATION
OF
YOUR EX CLOTHING, INC.**

FILED
97 JUN 27 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: YOUR EX CLOTHING, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 625 11th Avenue South, Jacksonville Beach, Florida 32250.

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time are: 1,000 with No par value.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Joseph H. Howton and the mailing address of its initial agent is 625 11th Avenue South, Jacksonville Beach, Florida 32250.

ARTICLE V

INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):
Elizabeth Shewell, 701 Renner Road, Wilmington, Delaware 19810.

ARTICLE VI

DURATION

The duration of the corporation shall be perpetual.

ARTICLE VII

BOARD OF DIRECTORS

The powers of the Incorporator are to terminate upon filing the articles of incorporation. The board of directors shall have the power to adopt, amend or repeal the bylaws. The number of directors constituting the initial board of directors of the corporation is three (3). The names and addresses of the persons who are to serve as members of the initial board of directors of the corporation are as follows:

Joseph H. Howton, 625 11th Avenue South, Jacksonville Beach, Florida 32250

David Buchanan, 625 11th Avenue South, Jacksonville Beach, Florida 32250

Kevin Marasco, 1501 Neptune Grove Drive, Neptune Beach, Florida 32266.

The undersigned incorporator has executed these Articles of Incorporation this tenth day of June 1997.

A handwritten signature in cursive script, appearing to read "Elizabeth Shewell", is written over a horizontal line.

Elizabeth Shewell, President
Corporate Consulting Ltd.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

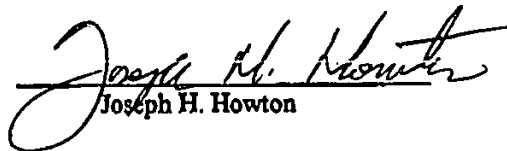
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: YOUR EX CLOTHING, INC.

2. The name and address of the registered agent and office is:

Joseph H. Howton, 625 11th Avenue South, Jacksonville Beach, Florida 32250.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Joseph H. Howton

6/12/97
(Date)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA