

P970000 66993

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Clothes Encounters, Inc.

(Proposed corporate name - must include suffix)

200002254172--4
-07/31/97--01088--010
****131.25 ****131.25

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JAMES D. KEVERN

Name (Printed or typed)

211 NE 16 Ave

Address

FT. LAUDERDALE, FL 33301

City, State & Zip

(954) 524-6873 OR (954) 561-7116

Daytime Telephone number

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

97 JUL 31 AM 11:25

FILED

NOTE: Please provide the original and one copy of the articles.

T.M. - 8/4/95

ARTICLES OF INCORPORATION
OF

CLOTHES ENCOUNTERS, INC.

FILED
97 JUL 31 AM 11:25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned incorporator, for purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be CLOTHES ENCOUNTERS, INC. The principal place of business for the corporation shall be:

211 N.E. 16th Avenue
Fort Lauderdale,
Florida, 33301.

ARTICLE II

The corporation may engage in, or transact, any lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation. This shall include, but not limit the corporation to: purchase, lease, acquire, hold and use real and personal property; sell, convey, pledge, lease, exchange, or otherwise dispose of such property; make contracts; incur liabilities, borrow money, issue notes and bonds, and secure such borrowings with corporate assets.

ARTICLE III

The aggregate number of shares of common stock that the corporation is authorized to have outstanding at any one time shall be 100,000 shares with par value of \$1.00.

ARTICLE IV

The name and current address of each holder of outstanding shares, as well as the number of shares held by each shareholder, shall be recorded on the books of the corporation and its designated transfer agent. The corporation may, but is not required to, issue certificates representing the shareholder's ownership.

Holders of any outstanding shares of common stock shall have pre-emptive rights to acquire any unissued or treasury shares which the Board of Directors may decide to issue. The Board shall establish procedures for the exercise of the shareholders' pre-emptive rights. Such pre-emptive rights shall not apply to the issuance of stock warrants, rights, or options to purchase shares of common stock, nor shall it apply to the issuance of senior securities convertible into shares of common stock.

ARTICLE V

The Board of Directors may, at its discretion, call meetings of the shareholders. The Board must call for a shareholder meeting at least once in each calendar year. This annual meeting shall be held on the first Monday of May each year.

Each share of common stock outstanding shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. On all matters, except amendments to these Articles of Incorporation, a majority of the votes present, in person or by proxy, at a meeting with a quorum of one-half of the voting shares outstanding represented, shall rule. On matters requiring amendment of these Articles of Incorporation, a vote of two-thirds of all outstanding shares shall be required.

Voting for the election of Directors shall not be cumulative.

ARTICLE VI

The corporation is to exist perpetually.

ARTICLE VII

The Board of Directors shall consist of at least one Director. The Board may, at its discretion, increase or decrease, the number of Directors of this corporation. Directors shall be elected, pursuant to Article V, at the annual shareholder meeting. Directors shall serve a term of one year, or until their successors are elected or appointed. The Board may appoint Directors to fill unexpired terms of vacant seats on the Board.

Unless restricted by these Articles of Incorporation, the Board shall be vested with the power to appoint officers of

the corporation; adopt, amend, alter or repeal any By-law of this corporation; engage in any activity the Board deems necessary to operate the corporation. The By-laws of the corporation shall set forth the quorum and voting procedures of the Directors in the transaction of business at any Board meeting. Nothing contained in these Articles of Incorporation shall be construed to prohibit the meeting of the Board by telecommunications rather than in person.

ARTICLE VIII

The initial directors of the corporation are:

James D. Kevern
211 N.E. 16th Avenue
Fort Lauderdale, FL 33301

Robert M. Oelke
211 N.E. 16th Avenue
Fort Lauderdale, FL 33301

The directors shall hold office the first year of the corporation's existence, or until their successors are elected or appointed.

ARTICLE IX

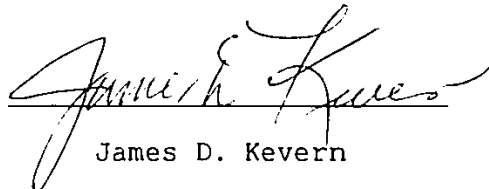
The initial registered agent for the corporation shall be:

James D. Kevern
211 N.E. 16th Avenue
Fort Lauderdale, FL 33301

ARTICLE X

The incorporator of these Articles of Incorporation is James D. Kevern.

IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation this 30 day of
July, 1997.


James D. Kevern

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED AND SWORN TO
BEFORE ME, this _____ day of _____, 1997 by James D.
Kevern of **CLOTHES ENCOUNTERS, INC.**

NOTARY PUBLIC

my commission expires:

SEAL:

**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 Clothes Encounters, Inc.

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

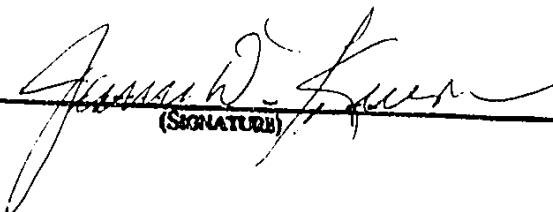
James D. Kevern
211 NE 16th Avenue
Fort Lauderdale, FL 33301

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Having been named as registered agent and 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.


(SIGNATURE)

July 30, 1997

(DATE)