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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: USA DISCOUNT JEANS, INC.

AUDIT NUMBER.....H97000012919

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION  
OF

USA Discount Jeans, Inc.

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SECRET  
TALLAHASSEE, FLORIDA

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida General Corporation Act.

ARTICLE I

The name of this Corporation shall be:

USA Discount Jeans, Inc.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general purpose for which this Corporation is organized shall be to engage in any lawful activity or to transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 5,000 Shares of Common Stock, par value \$1.00 per share.

Prepared by: SAVETAX ACCOUNTING, INC.  
2765 W. CYPRESS CREEK ROAD  
FT. LAUDERDALE, FL 33309  
(954) 973-1400  
By: ANN STROMQUIST

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ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this Corporation shall begin business shall be determined by the initial Board of Directors.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VI

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is:

4729 N. University Drive  
Lauderhill, Fl 33051

and the initial registered agent of this Corporation at that address shall be:

Scott Hartman

ARTICLE VII

NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

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ARTICLE VIII

The Directors of this Corporation are:

Scott Hartman

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The name and street address of the initial member of the  
Board of Directors is:

Scott Hartman  
4729 N. University Drive  
Lauderhill, Fl 33051

ARTICLE X

The name and street address of the person signing these  
Articles of Incorporation is:

Scott Hartman  
4729 N. University Drive  
Lauderhill, Fl. 33051

ARTICLE XI

The street address of the principal place of business is:

4729 N. University Drive  
Lauderhill, Fl 33051

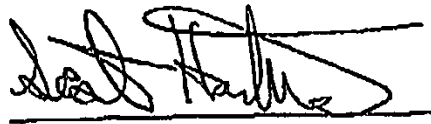
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In Witness Whereof, I have hereunto subscribed my hand  
and seal this 6th. day of August, 1997



THE UNDERSIGNED, named as the registered agent in Article  
VI of these Articles of Incorporation hereby consents to act as  
such registered agent.



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OFFICE OF THE CLERK

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In Witness Whereof, I have hereunto subscribed my hand  
and seal this                      day of                      , 19

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THE UNDERSIGNED, named as the registered agent in Article  
VI of these Articles of Incorporation hereby consents to act as  
such registered agent.

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