

P 9 7 0 0 0 0 6 9 4 4 5

Carol A. Cimkowski  
Attorney At Law

91831 Overseas Highway  
Post Office Box 607  
Tavernier, Florida 33070

Admitted to  
NY & FL Bars

(305) 852-3777  
Fax (305) 852-7331

August 7, 1997

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

500002263035--9  
-08/11/97--01052--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: P. J. MAX CARIBBEAN CLOTHING COMPANY  
Filing of Articles of Incorporation

Gentlemen:

Encloses are the original and one copy of the Articles of Incorporation for the above named proposed Florida for profit corporation.

Also enclosed is a draft in the amount of \$122.50 representing the following:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Designation	\$35.00

Kindly file the enclosed Articles and return a certified copy to me in the enclosed stamped self-addressed envelope.

Thank you for your prompt attention to this matter.

Very truly yours,

  
Carol A. Cimkowski

Enclosure

F. Cimkowski AUG 12 1997

FILED  
97 AUG 11 AM 11:14  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
P. J. MAX CARIBBEAN CLOTHING COMPANY**

FILED  
97 AUG 11 AM 11:14  
TALLAHASSEE, FLORIDA

In compliance with the requirements of FS Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the corporation ("Corporation") is: P. J. MAX CARIBBEAN CLOTHING COMPANY.

**ARTICLE II**

The existence of the corporation shall begin on the date of filing.

**ARTICLE III**

The street address of the principal office of the Corporation is: 86743 Overseas Highway, Islamorada, Monroe County, Florida 33036.

**ARTICLE IV**

The maximum number of shares this Corporation is authorized to issue is one hundred ( 100), all of which shall be Common Shares having a par value of one cent (\$.01) per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE V**

The initial street address of the Corporation's registered office is 86743 Overseas Highway, Islamorada, Florida 33036. The initial registered agent for the Corporation at that address is Stefanie Fellows.

#### ARTICLE VI

The initial board of directors shall consist of not less than one nor more than three members. The name of the person who will serve on the initial board of directors is: Stefanie Fellows.

#### ARTICLE VII

All powers, rights, qualifications, limitations or restrictions on capital stock not expressly provided for by the certificate of incorporation may be adopted by resolution by the Board of Directors.

#### ARTICLE VIII

The name and street address of the person signing these articles of incorporation is : Stefanie Fellows, 86743 Overseas Highway, Islamorada, FL 33036.

#### ARTICLE IX

The corporation shall have perpetual existence.

#### ARTICLE X

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a majority vote of the common shares of stock.

#### ARTICLE XI

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7 day of August, 1997

  
STEFANIE FELLOWS

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for P. J. MAX CARIBBEAN CLOTHING COMPANY at the place designated in the Articles of Incorporation, the undersigned hereby agrees to act in that capacity, and to comply with the provisions of all statutes relative to the proper and complete performance of the duties and obligations of registered agent and is familiar with and accepts the obligations of that position pursuant to FS 607.0501(3).

Dated: August 7, 1997

  
STEFANIE FELLOWS

FILED  
97 AUG 11 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA