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10/02/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: ROWLAND ~~INC.~~ GROUP, INC.

AUDIT NUMBER.....H97000016399

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

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SEC. OF STATE  
TALLAHASSEE, FLORIDA

Dmo  
10/3/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 2, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: ROWLAND, INC.  
REF: W97000022614

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

FAX Aud. #: H97000016399  
Letter Number: 397A00048626

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**ARTICLE OF INCORPORATION** 97 OCT -3 AM 11:28  
**OF**  
**ROWLAND GROUP, INC.** SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:**

**ARTICLE ONE**

**THE NAME OF THE CORPORATION . ROWLAND GROUP, INC.**

**ARTICLE TWO**

**THE DURATION OF THE CORPORATION IS PERPETUAL**

**ARTICLE THREE**

**THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED ARE:**

- 1. TO ENGAGE IN THE BUSINESS OF ANY AND ALL LAWFUL BUSINESS CONNECTED WITH IMPORT/EXPORT**

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- 2. TO TRANSACT ANY OTHER LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT, AND ENGAGE IN ANY OTHER TRADE OR BUSINESS WHICH CAN, BE ADVANTAGEOUSLY CARRIED ON IN CONNECTION WITH OR AUXILIARY TO THE FOREGOING BUSINESS.**
- 3. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.**

**ARTICLE FOUR**

**THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS 1000 SHARES . SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF \$ 1.00**

Prepared by Brito & Brito Accounting, Inc.  
407 Lincoln Road suite 5B  
Miami Beach, Florida 33139  
(305) 534-9292

ARTICLE FIVE

THE STREET ADDRESS OF THE INITIAL REGISTERED AND PRINCIPAL OFFICE OF THE CORPORATION IS : Luis G. Brito 407 Lincoln Road suite 5-B Miami Beach, Fl. 33 139 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS:  
Luis G. Brito

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ARTICLE SIX


THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS TWO(2) THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS IS:

PRESIDENT EDUARDO D. ROWLAND 540 Brickell key Drive # 528 Miami, Fl. 33131  
SECRETARY SARA GARCIA DE DIAZ  
TREASURER  
VICE-PRE.

---

ARTICLE SEVEN

THE NAME AND ADDRESS OF THE INCORPORATOR IS AS FOLLOWS:  
EDUARDO D. ROWLAND ARE OF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION AT MIAMI, FLORIDA THIS  
\_02\_ DAY OF \_October\_ 1997,



INCORPORATOR  
Eduardo D. Rowland

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED Eduardo D. Rowland KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE/SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THOSE ARTICLES OF

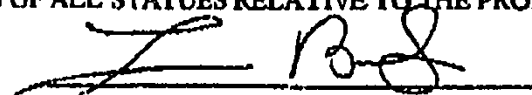
INCORPORATION.  
IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND  
COUNTY ABOVE, ON 02 DAY OF October 1997.

\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA  
COMMISSION EXPIRES

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SECRETARY OF STATE

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED  
CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER PERFORMANCE OF MY  
DUTIES.

  
\_\_\_\_\_  
REGISTERED AGENT  
Luis G. Brito

STATE OF FLORIDA  
COUNTY OF DADE  
BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENT  
IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED  
Luis G. Brito \_\_\_\_\_, KNOW TO BE AND KNOW BY ME TO  
EXECUTED THE FOREGOING ACCEPTANCE BY REGISTERED AGENT, AND HE  
ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THAT ACCEPTANCE ON  
02 DAY OF October 1997.

\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA  
COMMISSION EXPIRES

P97000085637

ALAN H LEVINE  
5412 GATELAKE ROAD  
TAMARAC, FL 33319  
(954) 997-2255 (ext. 227)

September 11, 1997

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

RE: F.A.C.T., INC.

Dear Sir:

Enclosed please find the Articles of Incorporation for the above corporation together with a check in the amount of \$ 122.50 made payable to the Department of State. This includes incorporation fee and fee for a certified copy of Articles of Incorporation.

very truly yours,

*Alan H. Levine*  
ALAN H LEVINE

~~997-2255~~

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Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Nedeau OCT - 3 1997



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 24, 1997

ALAN H. LEVINE  
5412 GATELAKE ROAD  
TAMARAC, FL 33319

SUBJECT: F.A.C.T., INC.  
Ref. Number: W97000021855

We have received your document for F.A.C.T., 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of 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 (850) 487-6878.

John Nedeau  
Document Specialist

Letter Number: 197A00047178

ARTICLES OF INCORPORATION  
OF  
RETROFAB, INC.

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

ARTICLE I - NAME

The name of the corporation is RETROFAB, INC.

ARTICLE II - PRINCIPAL OFFICE

The principle place of business and mailing address of this corporation shall be:

C/O ALAN H LEVINE  
5412 GATELAKE ROAD  
TAMARAC, FL 33319

ARTICLE III - CAPITAL STOCK

The corporation shall have the authority to issue 100 shares, all on one class of Capital Stock, with par value of \$ 1.00 per share.

ARTICLE IV - REGISTERED AGENT AND ADDRESS

The name and address of the initial registered office is:

ALAN H LEVINE  
5412 GATELAKE ROAD  
TAMARAC, FL 33319

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TALLAHASSEE, FLORIDA



**ARTICLE V - INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

ALAN H LEVINE  
5412 GATELAKE ROAD  
TAMARAC, FL 33319

**ARTICLE VI - DIRECTORS**

The number of directors constituting its initial Board of Directors is ONE (1) whose name and address ARE:

ALAN H LEVINE  
5412 GATELAKE ROAD  
TAMARAC, FL 33319

**ARTICLE VII - PURPOSE**

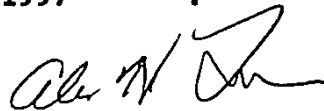
The purpose for which the corporation is organized is to engage in WHOLESALE SALES or business permitted under the laws of the United states and the State of Florida.

**ARTICLE VIII - POWERS OF THE CORPORATION**

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 no less than two-thirds (2/3) vote of the common stock.

The holders of the common stock of this corporation shall have pre-emptive right to purchase at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized share of common stock held by the holder to all shares of common stock currently authorized.

The undersigned has executed these Articles of Incorporation this September 29, 1997



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ALAN H LEVINE  
Incorporator

97 OCT -3 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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

Pursuant to the provisions of Section 307.0501,  
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:

RETROFAB, INC.

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

ALAN H LEVINE  
5412 GATELAKE ROAD  
TAMARAC, FL 33319



ALAN H LEVINE

TITLE: REGISTERED AGENT

DATE: 9/30/97

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.



ALAN H LEVINE

DATE: 9/30/97