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FREEDMAN & VEREBAY, P.A.

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Bruce H. Freedman
Board Certified-Civil Trial

Layne Verebay
Attorney At Law

Arthur Drotzer, Of Counsel

Susan W. Freedman, R.N.
Paralegal

October 9, 1997

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-10/13/97--01107--015
*****70.00 *****70.00

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

Re: Siesta Cove Swimwear & Accessories, Inc.

Dear Sir:

Enclosed please find the articles of incorporation and one copy for the above referenced corporation and my check in the sum of \$70.00.

Please be advised that I am not requesting a certified copy.

Please forward in the enclosed envelope.

Very truly yours,


BRUCE H. FREEDMAN
BHF:rjw
enclosure

(5)

FILED
97 OCT 13 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TM-10/15/97

ARTICLES OF INCORPORATION

SIESTA COVE SWIMWEAR & ACCESSORIES, INC.

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation is Siesta Cove Swimwear & Accessories, Inc., and its principal place of business is located at 1049 Behia Vista Court, Sarasota, Florida 34232.

ARTICLE II - DURATION

This corporation shall commence its existence upon receipt of these Articles by the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of common stock of one class only with a par value of one dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 190 N.E. 199th Street, Suite 204, North Miami Beach, Florida 33179, and the name of the initial registered agent of this corporation at that address is Bruce H. Freedman.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the directors of this corporation is:

Jason Berkowitz, President
1850 N.W. 106th Terrace
Plantation, Florida 33322

David Berkowitz, Vice President
1049 Behia Vista Court
Sarasota, Florida 34232

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

Jason Berkowitz
1850 N.W. 106th Terrace
Plantation, Florida 33322

ARTICLE VII - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 9th day of October, 1997.

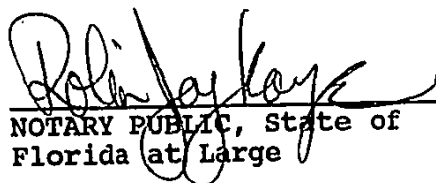

Jason Berkowitz

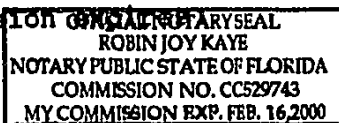
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take

acknowledgments, Jason Berkowitz to me well known and known to be the person who executed the foregoing Articles of Incorporation of Siesta Cove Swimwear & Accessories, Inc., and he acknowledged that he signed and executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, said County and State, this 9th day of October, 1997.


NOTARY PUBLIC, State of
Florida at Large

My commission expires

ROBIN JOY KAYE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC529743
MY COMMISSION EXPIRES FEB. 16, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE
WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT SIESTA COVE SWIMWEAR & ACCESSORIES, INC., DESIRING
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF SARASOTA, STATE OF
FLORIDA, HAS NAMED BRUCE H. FREEDMAN, LOCATED AT 190 N.E. 199TH
STREET, SUITE 204, NORTH MIAMI BEACH, FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Jason Berkowitz

DATE: 10/9/97

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

By: B.H. Freedman
BRUCE H. FREEDMAN

DATE: 10-9-97

SWORN TO AND SUBSCRIBED before me this 9th day of October,
1997.

Robin Joy Kaye
Notary Public
State of Florida at Large

My commission expires:

OFFICIAL NOTARY SEAL
ROBIN JOY KAYE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC529743
MY COMMISSION EXP. FEB. 16, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA