

P 97-0000 92652

DIAL ACCOUNTING SERVICE

5972-3 University Boulevard, W.
Jacksonville, FL 32216
TEL: (904) 733-6625

October 15, 1997

FILED
OCT 28 PM 3:34
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32319

400002324944--0
-10/20/97--01172--002
*****78.75 *****78.75

ATTN: New Filings

Gentlemen:

Enclosed are Articles of Incorporation for a new Corporation to be known as The Klemensz Company, Inc.

Also enclosed is our check in the amount of \$78.75 to cover filing fees, designation of registered agents and certificate of status.

Please forward acknowledgement and initial correspondence to the above-named correspondent.

Sincerely yours,

Richard Dial

Richard Dial

10-27-24043
+5061.4

P. 0102

OCT 29 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 22, 1997

DIAL ACCOUNTING SERVICE
5972-3 UNIVERSITY BLVD W
JACKSONVILLE, FL 32216

SUBJECT: THE KLEMENSZ COMPANY, INC.
Ref. Number: W97000024043

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for THE KLEMENSZ COMPANY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

LIST ONLY ONE CORPORATE SUFFIX.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 597A00051512

ARTICLES OF INCORPORATION
OF
THE KLEMENSZ COMPANY

The undersigned, acting as incorporator under the provisions of Florida Statutes,
Chapter 607, hereby adopts the following Articles of Incorporation

ARTICLE I

Name

The name of this Corporation shall be:

THE KLEMENSZ COMPANY

ARTICLE II

Principal Office

The principal place of business and mailing address of this Corporation shall be:

4721 Bedford Road
Jacksonville, FL 32207

ARTICLE III

Stock Authorization

The number of shares of stock that this Corporation is authorized to have
outstanding at any one time is: 5,000 shares, each having a par value of one dollar (\$1.00).

ARTICLE IV

Registered Agent

The name and Florida address of the Initial Registered Agent are:

Sonia Klemensz
4721 Bedford Road
Jacksonville, FL 32207

ARTICLE V

Incorporator

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

Sonia Klemensz
4721 Bedford Road
Jacksonville, FL 32207

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TALLAHASSEE, FLORIDA

ARTICLE VI

Effective Date

The effective date of this Corporation shall be October 28, 1997.

Sonia Klemensz
Sonia Klemensz/Incorporator

10/27/97
Date

ACKNOWLEDGEMENT OF REGISTERED AGENT

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.

Sonia Klemensz
Sonia Klemensz/Registered Agent

10/27/97
Date

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TALLAHASSEE, FLORIDA

P 97000092653

LAW OFFICE
JOHN H. THOMAS, P.A.
3037 S.W. FOURTH AVENUE
MIAMI, FLORIDA 33129
(305) 858-2122
FAX (305) 858-0948

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TALLAHASSEE, FLORIDA

JOHN H. THOMAS
Board Certified Admiralty
and Maritime Lawyer

30 September 1997

Florida Department of State
Division of Corporations
Attn: New Corporations
P.O. Box 6327
Tallahassee, FL 32314

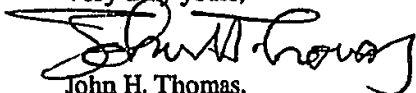
Re: LaMaide Designs, Inc.
Our File No. 1559T

500002330275--0
-10/27/97--01094--010
*****70.00 *****70.00

Gentlemen and Ladies:

Please file a new corporation for the referenced company, articles of incorporation enclosed.
Also enclosed is our check for \$70. (no certified copy required).
Thank you.

Very truly yours,


John H. Thomas,
for the firm

1559filg.lt1

P. Hall

OCT 28 1997

ARTICLES OF INCORPORATION

OF

LAMAIDE DESIGNS, INC.

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97 OCT 27 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of corporations.

ARTICLE I - NAME

The corporation formed hereby shall use the name:

LAMAIDE DESIGNS, INC .

ARTICLE II - COMMENCEMENT AND DURATION

The corporation shall commence upon the filing of these Articles of Incorporation and shall continue perpetually unless dissolved or liquidated according to the by-laws of the corporation.

ARTICLE III - PURPOSE

The corporation shall perform clothing and product design, sales, services and activities. The corporation may also engage in any other activity permitted under the laws of the State of Florida and

under whatever jurisdiction where the activity is performed.

ARTICLE IV - STOCK

Total number of shares of capital stock authorized to be issued by the corporation shall be 1000 (One Thousand) shares having a par value of \$10.00 (Ten Dollars) per share. Shares shall be of one class only, with shareholders entitled to one vote for each share held at the time of any meeting of the shareholders. Restrictions on sale of shares may be stated in the corporation by laws.

The capital stock may be paid for by property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organizational meeting. The corporation and the officers are to be considered as eligible for the conditions under section 1244 of the internal revenue code.

ARTICLE V - PREEMPTIVE RIGHTS

The shareholders of the corporation shall have the preemptive right to subscribe for purchase of their proportionate share of any additional stock issued by the corporation from and after issuance of the shares originally subscribed for by the shareholders of this corporation, whether such additional shares be issued for cash, property, services or other considerations, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation. Preemptive rights as to the transfer of shares by shareholders may be stated in the by-laws of the corporation.

ARTICLE VI - PRINCIPAL OFFICE, REGISTERED OFFICE

The initial principal office and registered office of the corporation shall be at:

504 Minorca Avenue
Coral Gables, FL 33134

ARTICLE VII - BOARD OF DIRECTORS

The initial board of directors shall consist of one person:

Cynthia A. LaMaide
504 Minorca Avenue
Coral Gables, FL 33134

ARTICLE VIII - INCORPORATORS

The initial incorporator of the corporation shall consist of one person:

Cynthia A. LaMaide
504 Minorca Avenue
Coral Gables, FL 33134

These Articles of Incorporation are hereby executed by the undersigned incorporator on this
12th day of September, 1997.


CYNTHIA A. LAMAIDE

FILED

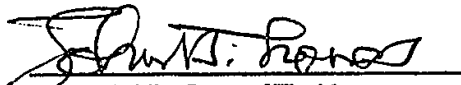
STATE OF FLORIDA)
COUNTY OF DADE)

97 OCT 27 PM 3:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Cynthia A. LaMaide, personally known to me, and who acknowledged before me that the foregoing Articles of Incorporation were duly signed and executed for the purposes therein stated.

I have hereunto set my hand and affix my official seal in Dade County, Florida, on this 12th day of September, 1997.


Notary Public, State of Florida



Name: John H. Thomas

DESIGNATION AND ACCEPTANCE OF
REGISTERED OFFICE AND REGISTERED AGENT

LAMAIDE DESIGNS, INC, being incorporated as a Florida corporation, does hereby designate the following registered agent and registered office, who does accept such designation under the laws of the State of Florida.

The Registered Agent and Registered Office shall be:

Cynthia A. LaMaide
504 Minorca Avenue
Coral Gables, FL 33134

Signed at Miami, Dade County, Florida on this 12th day of September, 1997.

By: 

CYNTHIA A. LAMAIDE

1558arts.inc