

Oct-31-97 08:31  
ESTIMATED CHARGE

P.02

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ENTER/SELECTION AND <CR> FLORENDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
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((H97000018123 4))

TO: DIVISION OF CORPORATIONS

FAX R: (850)922-4001

FROM: RICARDO MARTINEZ-CID, P.A.  
CONTACT: RICARDO MARTINEZ-CID  
PHONE: (305)859-7494

ACCTR: 076640001666

FAX R: (305)858-2513

NAME: QUALITY APPAREL GROUP INCORPORATED

AUDIT NUMBER.....H97000018123

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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97 OCT 31 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H97000018123

ARTICLES OF INCORPORATION  
OF  
QUALITY APPAREL GROUP INCORPORATED

Article I - Name

The name of this corporation is QUALITY APPAREL GROUP INCORPORATED.

Article II - Purpose

This corporation is organized to manufacture quality apparel, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The initial principal address and registered office of this corporation is 1699 Coral Way, Suite 510, Miami, Florida 33145.

MA The name of the initial Registered Agent of this corporation is Ricardo Martinez-Cid of 1699 Coral Way, Suite 510, Miami, Florida 33145.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are Sofia Ortega of 1699 Coral Way, Suite 510, Miami, Florida 33145, and Victor M. Fuentes of 1699 Coral Way, Suite 510, Miami, Florida 33145, who shall also serve respectively as the initial president and vice-president/treasurer/secretary of the corporation.

Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
Telephone (305) 859-7494/ Facsimile (305) 858-2513  
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H97000018123

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Article VII - Incorporator

The name and address of the persons signing these Articles is Victor M. Fuentes of 1699 Coral Way, Suite 510, Miami, Florida 33145.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on the date these articles are filed with the Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned corporation has executed these Articles of Incorporation, this October 30, 1997.


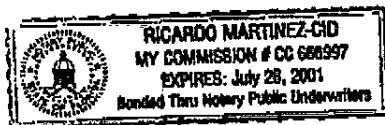


Victor M. Fuentes

STATE OF FLORIDA    )  
                              )    ss.  
COUNTY OF DADE    )

BEFORE ME, the undersigned Notary Public, personally appeared Victor M. Fuentes, who is personally known to me or provided his Florida driver's license as identification, and he acknowledged before me that he executed the same, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this October 30, 1997.

  
Notary Public  
State of Florida at Large

Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
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CERTIFICATE DESIGNATING THE ADDRESS AND  
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESS TO:

That QUALITY APPAREL GROUP INCORPORATED, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named Ricardo Martinez-Cid, located at 1699 Coral Way, Suite 510, Miami, Florida 33145, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of  
QUALITY APPAREL GROUP INCORPORATED  
to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this October 30, 1997.

  
\_\_\_\_\_  
Ricardo Martinez-Cid  
Registered Agent

Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
Telephone (305) 859-7494 / Facsimile (305) 858-2513  
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