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**FedEX** USA Airbill

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Number

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1 From

Date

12/12/97

Sender's FedEx Account Number

2191-6367-3

Sender's  
Name

Sheldon Robbins

Phone

305, 222-5366

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\*\*\*122.50 \*\*\*122.50

Office Use Only

Company

HERO APPARELL

Address

2639 W 79TH ST

S), (if known):

Dept./Floor/Suite/Rcon

City

HIALEAH

State

FL

ZIP

33016

Office Reference Information

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

**AMENDMENTS**

	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

**OTHER FILINGS**

	Annual Report
	Fictitious Name
	Name Reservation

**REGISTRATION/  
QUALIFICATION**

	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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97 DEC 19 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

I, THE UNDERSIGNED, DO HEREBY FILE THIS CERTIFICATE OF INCORPORATION FOR THE PURPOSE OF BECOMING A CORPORATION OF THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING THE IMMUNITIES OF A CORPORATION FOR PROFIT.

ARTICLE 1

THE NAME OF THIS CORPORATION SHALL BE:

PLUS ONE IMPORTS, INC.

ARTICLE 2

GENERAL NATURE OF BUSINESS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO CARRY ON ANY BUSINESS OF ENTERPRISE, AND TO EXERCISE ANY POWER OF AUTHORITY WHICH MAY BE CARRIED OR EXERCISED BY A CORPORATION ORGANIZED UNDER CHAPTER 607, FLORIDA STATUTES, 1973, AND ANY AMENDMENTS MADE FROM TIME TO TIME THERETO.

THE CORPORATION MAY OWN, MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER, OR OTHERWISE DISPOSE OF REAL AND PERSONAL PROPERTY IN CONNECTION WITH AND IN FURTHERANCE OF THE BUSINESS OF CORPORATION AND OTHERWISE DEAL IN AND WITH ALL KINDS OF REAL AND PERSONAL PROPERTY, IMPROVED OR UNIMPROVED, AND THE CORPORATION IS AUTHORIZED FOR ANY OTHER PURPOSES INTENDED FOR MUTUAL OR PECUNIARY PROFIT OR BENEFIT NOT OTHERWISE SPECIALLY PROVIDED FOR, AND NOT INCONSISTENT WITH THE CONSTITUTION AND LAWS OF THIS STATE.

ARTICLE 3

CAPITAL STOCK

THE TOTAL AUTHORIZED CAPITAL STOCK OF THIS CORPORATION SHALL BE 100 SHARES OF COMMON STOCK WITH A PAR VALUE OF \$ 1.00 PER SHARE.

ARTICLE 4

AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS

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TALLAHASSEE, FLORIDA

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BE NOT LESS THAN \$100.00.

ARTICLE 5

CORPORATE EXISTENCE

THIS CORPORATION SHALL HAVE A PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED TO LAW.

ARTICLE 6

PRINCIPAL PLACE OF BUSINESS

THE POST OFFICE ADDRESS FO THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE: 2639 WEST 79<sup>TH</sup> STREET, HIALEAH, FLORIDA 33016 WITH THE PRIVILEGE OF HAVING BRANCH OFFICES AT SUCH OTHER PLACES AS ITS BOARD OF DIRECTORS SHALL FROM TIME TO TIME DECIDE AND WITH THE FURTHER PRIVILEGE OF CHANGING THE PRINCIPAL OFFICE FROM TIME TO TIME.

ARTICLE 7

NUMBER OF DIRECTORS

THE NUMBER OF DIRECTORS OF THIS COPORATION SHALL BE NOT LESS THAN ONE (1) NOR MORE THAN FIVE (5).  
STOCKHOLDERS MAY ELECT IN WRITING TO ACT IN THE ABSENCE OF DIRECTORS AT ANY TIME BY MAJORITY VOTE OF STOCKHOLDERS AND IN SUCH MANNER AS MAY BE PRESCRIBED IN THE BY-LAWS.

ARTICLE 8

OFFICERS AND DIRECTORS

THE NAME AND POST OFFICE OR ADDRESSES OF THE MEMBERS OF THE BOARD OF DIRECTORS, THE PRESIDENT AND SECRETARY/TREASURER, WHO SHALL SERVE AND HOLD OFFICE FOR THE FIRST YEAR OF THE EXISTENCE OF THE CORPORATION OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED AND HAVE QUALIFIED ARE:

DIRECTOR  
SHELDON I. ROBBINS

OFFICER  
SHELDON I. ROBBINS

#### ARTICLE 9

THE NAMES AND POST OFFICE ADDRESS OF THE SUBSCRIBER OF THE ARTICLES OF INCORPORATION, AND THE NUMBER OF SHARES OF STOCK WHICH HE AGREES TO TAKE IS:

ALL OFFICERS AND WHOM ARE DIRECTORS SHALL RECEIVE AN AMOUNT EQUAL TO 100% OF ALL THE OUTSTANDING STOCK.

#### ARTICLE 10

THE AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS OR THE STOCKHOLDERS MAY ELECT IN WRITING TO MANAGE THE CORPORATION INSTEAD OF HAVING A BOARD OF DIRECTORS. SUCH ELECTION BY THE STOCKHOLDERS SHOULD APPEAR IN THE MINUTES OF THE CORPORATION IN SUCH FORM AS MAY BE PROVIDED IN THE BY-LAWS. THE OFFICERS OF THE CORPORATIONS SHALL CONSIST OF A PRESIDENT AND SECRETARY/TREASURER AND SUCH OTHER OFFICERS AS MAY BE PROVIDED FOR IN THE CORPORATE BY-LAWS.

#### ARTICLE 11

##### PARTIALLY PAID SHARES

THE CORPORATION THROUGH ITS BOARD OF DIRECTORS OR STOCKHOLDERS, AS THE CASE MAY BE, SHALL HAVE THE RIGHT TO ISSUE THE WHOLE OR ANY PART OF THE SHARES, EXCEPT FOR THE ORIGINAL SUBSCRIBERS, AS PARTLY PAID, SUBJECT TO CALLS THEREON UNTIL THE WHOLE CONSIDERATION THEREFORE SHALL HAVE BEEN PAID. THE CORPORATION MAY DECLARE AND PAY DIVIDENDS UPON THE BASIS OF THE AMOUNT ACTUALLY PAID ON THE RESPECTIVE SHARES. IF UPON THE CERTIFICATE ISSUED TO REPRESENT SUCH STOCK, THE AMOUNT UNPAID THEREON SHALL BE SPECIFIED, THE HOLDER THEREOF SHALL NOT BE SUBJECT TO ANY LIABILITY TO THE CORPORATION EXCEPT FOR THE PAYMENT OF THE AMOUNT SHOWN BY SUCH CERTIFICATE AS UNPAID.

#### ARTICLE 12

##### REGISTERED AGENT

IN PURSUANCE OF CHAPTER 76-209, FLORIDA STATUTES, THE CORPORATION  
HEREBY NAMES SHELDON I. ROBBINS (COUNTY OF BROWARD) AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN THE STATE, at 5055 NW 102nd DR., CORAL SPRINGS,  
FL 33076.

ACKNOWLEDGEMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO  
ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT  
RELATIVE TO KEEPING OPEN SAID OFFICE.

IN WITNESS WHEREOF, I HAVE HEREUNTO TO SET MY HAND AND SEAL THIS

17<sup>th</sup> DAY OF December 1997.

*Sheldon I. Robbins*

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97 DEC 19 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF Broward.

I HEREBY CERTIFY THAT ON THIS 17th DAY OF DECEMBER, 1997, PERSONALLY APPEARED BEFORE ME, THE UNDERSIGNED AUTHORITY, TO ME KNOWN AND WELL KNOWN BY ME TO UNDERSIGNED AUTHORITY, TO ME KNOWN AND WELL KNOWN BY ME TO BE THE PERSON ON WHOSE NAME DESCRIBED IN AND WHO ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE FOREGOING CERTIFICATE OF INCORPORATION OF PLUS ONE IMPORTS, INC. AS HIS FREE ACT AND DEED AND FOR THE USES AND PURPOSES THEREIN SET FORTH AND EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL AT Coral Springs BROWARD COUNTY THE DAY AND YEAR FIRST ABOVE WRITTEN.

FL D/L  
LICENSE # R152 789-39-375-0.

exp. 10/15/2000.

Sheldon I. Robbins  
SHELDON I. ROBBINS, PRESIDENT

Constance A. Gammarano  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

Sept. 16, 2000.

