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JAMES P. HAYES

Attorney and Counselor At Law

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CERTIFICATE OF INCORPORATION of APPAREL WORLD, INC.

1. Name.

The name of the Corporation is set froth above.

2. Principal Office and Registered Agent.

Its registered office and principal office in the State of Florida is 12401 66th Street North, Largo, FL 33773. The name of its registered agent at such address is Mannie Marcus.

3. Purposes.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

4. Capital Stock.

The total number of shares of capital stock that the Corporation shall have authority to issue is 10,000, all of which are to be common stock with no par value.

5. Incorporator, and Initial Officers and Directors.

The name and mailing address of the incorporator and initial Officer and Director is: Mannie Marcus, Incorporatior, Director and President whose addresses is set forth in paragraph one, above. The initial officer and Director shall hold office for the first year of the corporations existence or until a sucessor is elected.

6. Existence.

The Corporation is to have perpetual existence.

7. Liability of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Certificate, hereby declaring and certifying that this is my/our act and deed and the facts herein stated are true, and accordingly have hereunto set my/our hand this 16th day of January, 1998.

Mannie Marcus

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Certificate Designating Registered Agent and Office

APPAREL WORLD, INC. designates Mannie Marcus, as the Registered Agent of APPAREL WORLD, INC. and the Registered Office of the Registered Agent is 12401 66th Street North, Largo, FL 33773.

Mannie Marcus

I, Mannie Marcus, having been named to accept service of process for the above named Corporation, at the place designated above in this certificate, and I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of section 607.325 Florida Statutes.

Mannie Marcus

Dated: January 16, 1998

SECRETARY OF STATE DIVISION OF CORPORATIONS