

P9800004096

Charter Number Only

2/11/98

VALIDATION ONLY

George M. Lavares

Requestor's Name

407 Lincoln Rd #704

Address

Miami Beach Fl. 33139

City

State

ZIP

Phone

532-6100

000002428360--8

-02/12/98-01006-013

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

CORPORATION(S) NAME

CNY Clothing company, Inc.

FILED  
98 FEB 12 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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|---|--|---|
| <input checked="" type="checkbox"/> Profit    | <input type="checkbox"/> Amendment     | <input type="checkbox"/> Merger                     |
| <input checked="" type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign       | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership  | <input type="checkbox"/> Dissolution   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement        | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation          |  |   |

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| <input checked="" type="checkbox"/> Certified Copy  | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30             |
| <input checked="" type="checkbox"/> Walk In         | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up     |
|   |  | <input type="checkbox"/> Mail Out               |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Certified Copy

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98 FEB 12 AM 9:35  
DIVISION OF CORPORATION



Empire Toll Free: 1-800-432-3028

K. Rolfe

FEB 12 1998

**ARTICLES OF INCORPORATION  
OF**

**CNY CLOTHING COMPANY, INC.**

**UNDERSIGNED**, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I**

[CORPORATE NAME]

The name of this corporation shall be CNY CLOTHING COMPANY, INC.

**ARTICLE II**

[TERM OF EXISTENCE]

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III**

[PLACE OF BUSINESS]

The principal place of business of this corporation shall be:

825A Washington Avenue  
Miami Beach, Florida 33139

**ARTICLE IV**

[NATURE OF BUSINESS & POWERS]

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

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To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute Section 607.141;

To purchase, take, receive, subscribe for, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payments of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute Section 607.014.

**ARTICLE V**

[CORPORATE ADDRESS]

The mailing address of this corporation is:

825A Washington Avenue  
Miami, Florida 33139

**ARTICLE VI**

[CAPITAL STOCK]

This corporation is authorized to issue the aggregate number of three thousand (3,000) shares of common stock with par value of one dollar (\$1.00) each which shall be designated as "Common Shares".

**ARTICLE VII**

[PRO-RATA STOCK PARTICIPATION]

Every shareholder, upon the sale for cash or a new stock of this corporation, shall have the same kind, class or series as that which he already holds, and shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VIII**

[REGISTERED AGENT & OFFICE]

The street address of the initial registered office of this corporation and the name of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

Street Address of Initial Registered Office: 407 Lincoln Road, Suite 704  
Miami, Florida 33139

Name of Initial Registered Office: Law Offices of George M. Tavares, Jr.

Name of Initial Registered Agent: GEORGE M. TAVARES, JR.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**ARTICLE IX**  
[INITIAL DIRECTORS]

The names and addresses of the initial directors of this corporation are as follows:

CHIAT CALLO                    1835 James Avenue, Apt.#4, Miami Beach, Florida 33139

MURAT N. YANPAR       1835 James Avenue, Apt.#4, Miami Beach, Florida 33139

YUSTON YASA                1835 James Avenue, Apt.#4, Miami Beach, Florida 33139

**ARTICLE X**  
[BOARD OF DIRECTORS]

The corporation shall have three (3) directors initially. The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first. The number of directors may be increased from time to time in accordance with the Bylaws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

**ARTICLE XI**  
[AMENDMENT OF ARTICLES]

These Articles of Incorporation may be amended by the manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

**ARTICLE XII**  
[RESALE OF STOCK]

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such

shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

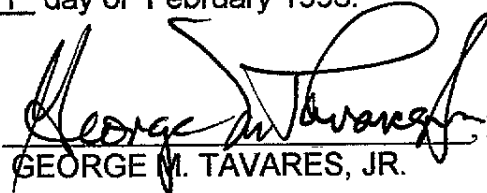
**ARTICLE XIII**  
[INITIAL INCORPORATOR]

The name and address of the person, as Incorporator, executing these Articles is as follows:

GEORGE M. TAVARES, JR.  
407 Lincoln Road, Suite 704  
Miami, Florida 33139

**IN WITNESS WHEREOF**, the undersigned Incorporator, for the purpose of forming a corporation to do business within the State of Florida, hereby declares and certifies that the facts herein stated are true and does hereby make and file these Articles of Incorporation, and hereunto sets his hand and seal at Miami, Dade County, Florida, this 11<sup>th</sup> day of February 1998.

Signed:

  
GEORGE M. TAVARES, JR. Incorporator

# C E R T I F I C A T E

## DESIGNATING PLACE OF BUSINESS OR DOMOCILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

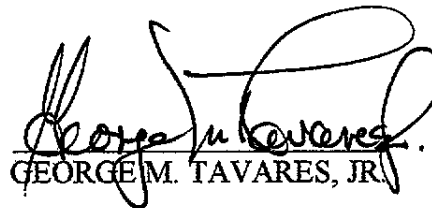
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

**FIRST - THAT CNY CLOTHING COMPANY, INC.** DESIRING TO ORGANIZE  
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS IN THE CITY OF MIAMI BEACH, COUNTY OF  
DADE AND STATE OF FLORIDA, HAS NAMED **GEORGE M. TAVARES, JR., ESQ.**,  
WITH OFFICES LOCATED AT 407 LINCOLN ROAD, SUITE 704, CITY OF MIAMI  
BEACH, COUNTY OF DADE, STATE OF FLORIDA, 33139, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

**SECOND - 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.**


DATED: MIAMI BEACH, FLORIDA  
11 FEBRUARY 1998

By:

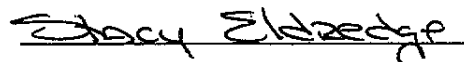
  
GEORGE M. TAVARES, JR.

STATE OF FLORIDA)  
)  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of February  
1998, by George M. Tavares, Jr., who is personally known to me or who has produced, as  
identification, his driver's license issued by the State of Florida and who did take an oath.

  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

Print Name:.



My commission expires:


STATE OF FLORIDA)  
 ) SS:  
COUNTY OF DADE )

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98 FEB 12 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BEFORE ME** personally appeared **GEORGE M. TAVARES, JR.**

with knowledge that he is the Incorporator named in the  
foregoing Articles of Incorporation and he acknowledged,  
before me, that he executed the foregoing Articles of  
Incorporation.

**SWORN TO AND SUBSCRIBED** before me this 11<sup>th</sup> day of February, 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

Print Name: Stacy Eldredge

My Commission Expires:

 STACY ELDREDGE  
COMMISSION # CC 535508  
EXPIRES FEB 26, 2000  
BONDED THRU  
FARMERS GROUP CO., INC.