

JOHN J. MURPHY III, P.A.

Attorney and Counsellor at Law

3860 SHERIDAN STREET
HOLLYWOOD, FL 33021-3634

JOHN J. MURPHY III
MEMBER FLORIDA AND NEW YORK BARS

TELEPHONE: 954-981-6760
TELECOPIER: 954-981-9729

Ma 11 30, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

900002475839--4
-04/01/98--01089--015
****122.50 ****122.50

RE: **LEV III DESIGNS, INC.**
OUR FILE NO.: 98-090_JM

Dear Gentlemen:

Enclosed herein please find **CERTIFICATE OF INCORPORATION** for **LEV III DESIGNS, INC.**, along with our trust account check in the amount of **\$122.50** to cover the filing fee. Please furnish the undersigned with a **Certified Copy** of same. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance.

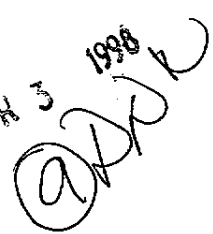
Very truly yours,


JOHN J. MURPHY III, ESQ.

JJM/sca

Enclosures

cc: **Charlotte Hartford**
Tina Levinger
Marcella Frank
Cassandra Levin

APR 3 1998


98 APR - 1 AM 11:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

CERTIFICATE OF INCORPORATION

FILED

98 APR -1 AM 11:00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

OF

LEV III DESIGNS, INC.

I, THE UNDERSIGNED, hereby associate myself together with the purpose of forming 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, liabilities, rights, privileges, and immunities of a corporation for profit.

ARTICLE I.

*The name of this Corporation shall be **LEV III DESIGNS, INC.***

ARTICLE II.

The general nature of the business to be transacted by this corporation shall be:

1. To manufacture, design, style, produce, process, prepare, merchandise, buy, sell, transport, distribute, export, and import as wholesaler, retailer, distributor, principal, contractor, broker, sales representative, or agent on commission, and otherwise generally and in all ways handle, trade, and deal in and with any and all articles and items of men's and boys' wearing apparel, clothing, garments, and undergarments, including, but not limited to, shirts, sportswear, blouses, waists, pajamas, underwear, suits, coats, trousers, slacks, jackets, sports clothes, dress clothing, play clothes, work clothes, overalls, robes, swimwear, beachwear, leisure wear, playwear, cruise wear, sweaters, rainwear, undergarments, neckwear, scarves, nightwear, haberdashery, belts, wallets, furnishings, jewelry, footwear, hats, caps, hosiery, athletic wear, camp wear, handkerchiefs, mufflers, knitwear, and any and all other articles of general wearing apparel, accessories, novelties, and specialties, of every kind, nature, and description, and for whatever use and purpose, and of every kind and type of material and composition, including items of apparel,

clothing, garments, and accessories which are suitable for use and wear by, and are saleable to, women, girls, and children.

2. *To acquire by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate as acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate lease, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the Corporation.*

3. *To grant to other persons, firms, or corporations the rights, privileges, concessions, or franchise to carry on any kind of business or enterprise of the corporation under such terms as the corporation may deem expedient and proper.*

4. *To become party to any lawful agreement with any person, firm, or company; to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive and expedient for the protection or benefit of the corporation, either as holders of or interest in any property or otherwise, with all the powers now or hereafter conferred by the Laws of the State of Florida upon corporations.*

5. *The business of the corporation is from time to time to do one or more or all of the acts and things set out above, and it shall have the right to conduct its business in all its branches in or outside the State of Florida, or in any State, Territory, or dependency of the United States, or in foreign countries, it being the intention that each of the objects, purposes, and powers specified*

in all of the provisions of the statement of purposes shall be regarded as independent objects, purposes and powers, and to be in no manner nor to any extent limited or restricted by inference or reference by or from the terms of any clause of this statement or any other paragraph of this Charter or Certificate.

ARTICLE III.

*The authorized capital stock of this Corporation shall be **one hundred (100)** shares of common stock at no par value.*

The common stock shall be payable in cash, property, or services, at a just valuation to be fixed by the Board of Directors at a regular or special meeting called for that purpose. Property, labor, services may be purchased and paid for with the common stock of the corporation at a just value to be fixed by the Board of Directors.

ARTICLE IV. **AMOUNT OF CAPITAL TO BEGIN BUSINESS**

*The amount of capital to begin the business herein and operate same shall be a total of **FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.***

ARTICLE V. **PRINCIPAL OFFICE**

*The principal office of the corporation shall be located at **950 EAST DAYTON CIRCLE, FORT LAUDERDALE, FLORIDA 33312**, with the privilege of operating any branch office any place in any state, territory or foreign country, as the corporation deems advisable.*

ARTICLE VI. **CORPORATION EXISTENCE**

The corporation shall have perpetual existence unless sooner dissolved according to Law.

ARTICLE VII.
NUMBER OF DIRECTORS

The number of directors shall be not less than one (1) nor more than three (3), but the By-Laws may provide for such increase or decrease in number thereof as is authorized by law.

ARTICLE VIII.
DIRECTORS

The name and address of the first Board of Directors of this Corporation are:

MARCELLA FRANK
President

ONE WASHINGTON SQUARE VILLAGE
APT. 5T
NEW YORK, NEW YORK 10012

TINA LEVINGER
Vice President/Treasurer

3023 N. W. 48 AVENUE
COCONUT CREEK, FLORIDA
33063

CHARLOTTE HARTFORD
Vice President/Secretary

950 EAST DAYTON CIRCLE
FT. LAUDERDALE, FLORIDA
33312

CASSANDRA LEVIN
Vice President

3556 NO. OCEAN BLVD., #223
FT. LAUDERDALE, FLORIDA
33308

ARTICLE IX.
NAMES AND ADDRESSES OF SUBSCRIBERS

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

MARCELLA FRANK <i>President</i>	ONE WASHINGTON SQUARE VILLAGE APT. 5T NEW YORK, NEW YORK 10012	25 Shares
---	---	------------------

TINA LEVINGER <i>Vice President/Treasurer</i>	3023 N. W. 48 AVENUE COCONUT CREEK, FLORIDA 33063	25 Shares
---	--	------------------

CHARLOTTE HARTFORD <i>Vice President/Secretary</i>	950 EAST DAYTON CIRCLE FT. LAUDERDALE, FLORIDA 33312	25 Shares
--	---	------------------

CASSANDRA LEVIN <i>Vice President</i>	3556 NO. OCEAN BLVD., #223 FT. LAUDERDALE, FLORIDA 33308	25 Shares
---	---	------------------

ARTICLE X.
REGISTERED AGENT

CHARLOTTE HARTFORD is hereby named as the original **Registered Agent** of this **Corporation**, upon whom service of process may be held in accordance with the laws of the **State of Florida**, and the street address of the initial **Registered Agent's** office is:

950 EAST DAYTON CIRCLE
FORT LAUDERDALE, FLORIDA 33312

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge and filed in the office of the Secretary of State of Florida the foregoing CERTIFICATE OF INCORPORATION, this 31 day of MARCH, 1998.

WITNESSES:

Sandra Giffre
LORA J. ISSA

LEV III DESIGNS, INC.

Marcella Frank
MARCELLA FRANK, PRESIDENT

[Signature]
Sandra C. Giffre

LEV III DESIGNS, INC.

Tina Levinger
TINA LEVINGER
VICE PRESIDENT/TREASURER

[Signature]
Sandra C. Giffre

LEV III DESIGNS, INC.

Charlotte Hartford
CHARLOTTE HARTFORD
VICE PRESIDENT/SECRETARY

[Signature]
Sandra C. Giffre

LEV III DESIGNS, INC.

Cassandra Levin
CASSANDRA LEVIN
VICE PRESIDENT
C. Levin.

STATE OF New York
COUNTY OF New York

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, MARCELLA FRANK, personally known to me or who has produced _____ as identification, and she acknowledged before me that she executed the foregoing CERTIFICATE OF INCORPORATION for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 31 day of MARCH, 1998.

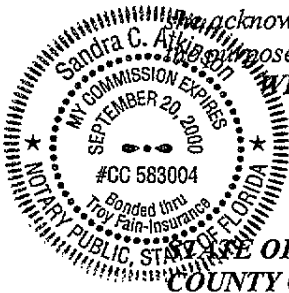
DEBRA A. GUIFFRE
Notary Public, State of New York
No. 31-5004212
Qualified in New York County
Commission Expires Nov. 16, 1999

Debra A. Guiffre
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, TINA LEVINGER, personally known to me or who has produced 4152-84-54-870-8 as identification, and she acknowledged before me that she executed the foregoing CERTIFICATE OF INCORPORATION for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 30 day of March, 1998.



STATE OF FLORIDA
COUNTY OF BROWARD

Sandra C. Atkinson
NOTARY PUBLIC

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, CHARLOTTE HARTFORD, personally known to me or who has produced 4631-106-871675-0 as identification, and she acknowledged before me that she executed the foregoing CERTIFICATE OF INCORPORATION for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 30 day of March, 1998.

Sandra C. Atkinson
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, CASSANDRA LEVIN, personally known to me or who has produced FL 4150-100-58-584010 as identification, and she acknowledged before me that she executed the foregoing CERTIFICATE OF INCORPORATION for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 30 day of March, 1998.

Sandra C. Atkinson
NOTARY PUBLIC



CERTIFICATE OF REGISTERED AGENT

In compliance with Chapter 48.091, Fla. Stats., the following is submitted:

*LEV III DESIGNS, INC., a corporation desiring to organize under the Laws of the State of Florida, has named **CHARLOTTE HARTFORD** as its initial **Registered Agent**, and the initial street address of the initial registered office of said Agent is:*

**950 EAST DAYTON CIRCLE
FORT LAUDERDALE, FLORIDA 33312**

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



CHARLOTTE HARTFORD

FILED
98 APR -1 AM 11:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA