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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: BE-WEAR, INC.

AUDIT NUMBER.....H98000006488

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

CERT. OF STATUS..0

PAGES..... 4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BE-WEAR, INC.

ARTICLE I - NAME

The name of this Corporation is BE-WEAR, INC.

ARTICLE II - ADDRESS

The address of the principal office and mailing address of the corporation is

7521 SOUTH WEST 133RD STREET, MIAMI, FLORIDA 33156

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue shall be

1,000 shares of ONE DOLLAR (\$1.00) par value voting common stock.

Prepared By: Kaufman Rossin & Co.
2699 S. Bayshore Dr.
Miami, Fl. 33133
(305) 858-5600

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2699 S. BAYSHORE DRIVE, MIAMI, FLORIDA 33133, and the name of the initial registered agent of this Corporation at that address is JESSE T. SINGER.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than ONE (1). The names and address of the initial directors of this Corporation are:

GREGG RADELL

7521 SW 133RD STREET
MIAMI, FLORIDA 33156

SHARON RADELL

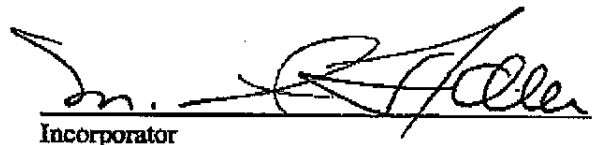
7521 SW 133RD STREET
MIAMI, FLORIDA 33156

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

MIGUEL G. FARRA
2699 S. BAYSHORE DRIVE
MIAMI, FLORIDA 33133

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2 day of April, 1998.


Incorporator

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STATE OF FLORIDA

)

) SS.

COUNTY OF DADE

)

The foregoing instrument was acknowledged before me on April 2, 1998, by Jesse T. Singer, to whom is personally known to me and he did take an oath.

Michelle Moyano
Name: Michelle Moyano
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



MICHELLE MOYANO
My Commission CO471215
Expires Jul. 05, 1999
Bonded by AMS
800-852-5878

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CERTIFICATE OF REGISTERED AGENT

OF

BE-WEAR, INC.


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named JESSE T. SINGER, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at 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.

Dated this 2 day of April, 1998.


JESSE T. SINGER

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