

Chapter Number Only

**P98000231765**

**Melvin walfe p.A.**

Requestor's Name

**7331 NW 24 St**

Address

**Miami FL 33147**

City

State

ZIP

Phone

**889-0800**

REGISTRATION ONLY

**600002480796--2**

**-04/07/98--01036--006  
\*\*\*\*122.50 \*\*\*\*122.50**

**CORPORATION(S) NAME**

**Venez: Textile U.S.A.; INC.**

**FILED  
98 APR -7 PM 12:13  
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"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                    | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership        | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement              | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy  | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait       | <input type="checkbox"/> Pick Up                    |
| <input type="checkbox"/> Walk In                    |  | <input type="checkbox"/> Mail Out                   |

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

**cert copy**

**RECEIVED  
98 APR -7 AM 10:09  
DIVISION OF CORPORATION**

**Empire Toll Free: 1-800-432-3028**

LAW OFFICES  
**MELVIN WOLFE**  
PROFESSIONAL ASSOCIATION

MELVIN WOLFE

SUNLIGHT TRADING BUILDING  
7249 N.W. 36TH COURT  
MIAMI, FLORIDA 33147  
TELEPHONE (305) 889-0800  
FACSIMILE (305) 882-1491

April 6, 1998

Secretary of State  
Division of Corporations

RE: Venez Textile U.S.A., Inc.

Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced corporation.

Also enclosed is our check in the amount of \$122.50 to cover the costs for filing this corporation.

If these are in order, please file the original Articles and return one certified copy to our office.

Thank you for your cooperation in this matter and should you have any questions please do not hesitate to contact our office.

Very Truly Yours,

MELVIN WOLFE, P.A.

BY: 

Melvin Wolfe, Esquire

MW/myt  
Encls.

ARTICLES OF INCORPORATION  
OF  
VENEZ TEXTILE U.S.A., INC.

FILED  
98 APR -7 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation is VENEZ TEXTILE U.S.A., INC.

ARTICLE II  
TERM OF CORPORATE EXISTENCE

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE III  
PURPOSE

The purposes for which the Corporation is organized are:

(a) To engage in, operate, conduct and maintain the business of manufacturing, finishing, dying, buying, selling, importing, exporting, or otherwise dealing in, at wholesale or retail, fabrics and/or clothing of all kind or nature and further to deal in, at wholesale or retail, all facets of the clothing business for men, women, and children including but not limited to all accessories, trimmings, supplies, materials, tools, machines, appliances employed in or related to the manufacture of such clothing and of fabric.

(b) To acquire by purchase, or otherwise, for investment or resale, and

to own, operate, subdivide, lease, let, mortgage, sell and otherwise dispose of, for cash or credit by conveyance, agreement for deed, or other lawful instrument, real estate, or mixed property, located in the State of Florida, or elsewhere, and generally to deal in and traffic as owner, agent or broker, in real estate, personal and mixed property, and any interest or estate therein, including subdivisions, apartment houses, residences, stores, office buildings, manufacturing sites, and lots or parcels of land upon which they may be located, and to create, own, lease, sell, operate and deal in freehold and leasehold estates of any and all character whatsoever, and to be an investor in real and personal property.

(c) The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

#### ARTICLE IV AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of Capital Stock. Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (\$1.00) per share and shall be deemed as Section 1244 Common Stock pursuant to the Internal Revenue Code of 1954 as amended or any other Section of the Internal Revenue Code treating such stock in the same manner as Section 1244 Common Stock as previously stated.

#### ARTICLE V INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation is

7249 N.W. 36th Court, Miami, Florida, 33147, and the name of the initial registered agent is Melvin Wolfe, Esquire, whose address is 7249 N.W. 36th Court, Miami, Florida, 33147. Having been named to accept service of process for the above stated corporation, at place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
MELVIN WOLFE, ESQUIRE

#### ARTICLE VI NUMBER OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of one or more members, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of three (3) Directors.

#### ARTICLE VII INITIAL INCORPORATOR

The name and address of the initial incorporator is as follows:

NAME	ADDRESS
MELVIN WOLFE	7249 N.W. 36th Court Miami, Florida 33147

#### ARTICLE VIII INITIAL BOARD OF DIRECTORS

The names and addresses of the persons who shall serve as Directors until the First Annual Meeting of Shareholders, and thereafter, or until their

successors have been elected and qualified, are as follows:

NAME	ADDRESS
ABRAHAM KATTAN	7249 N.W. 36th Court Miami, Florida 33147
ARSENIO ALFONSO	7249 N.W. 36th Court Miami, Florida 33147
RAHAMIN KATTAN	7249 N.W. 36th Court Miami, Florida 33147

#### ARTICLE IX BY-LAWS

The Board of Directors shall adopt By-Laws for this corporation which may be amended, altered or repealed by the shareholders or directors in any manner permitted by the By-Laws.

#### ARTICLE X INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. The corporation shall indemnify any incorporator, director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative or investigation, other than one by or in the right of this corporation to procure a judgement in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of this corporation, or in his capacity as director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise which he has served at the request of this corporation,

against judgements, fines, amounts paid in settlement and reasonable attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of this corporation, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of such action, suit or proceeding, by judgement, order, settlement, conviction or upon plea, of nolo contendere or its equivalent, shall not in itself create presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of this corporation to procure a judgement in its favor by reason of his being or having been a director or officer of this corporation, partnership, joint venture, trust or other enterprise which he served at the request of this corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the Court, administrative agency, or investigation body

before which such action, suit proceeding is held shall determine upon application, that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which tribunal shall deem proper.

2. Any indemnification under Section (1) shall be made by the corporation only as authorized in the specific case upon a determination that the amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or even if obtainable, a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

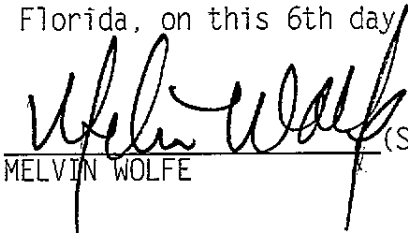
3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of this corporation to indemnify under applicable law.

#### ARTICLE XI AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon stockholders hereunder are granted subject to this reservation.

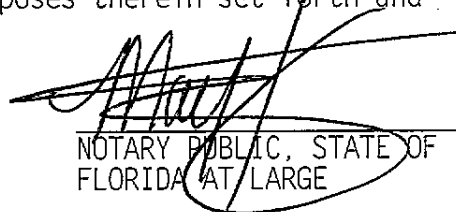


IN WITNESS WHEREOF, the undersigned has made and subscribed to these  
Articles of Incorporation at Miami, Dade County, Florida, on this 6th day of  
April, 1998.

  
MELVIN WOLFE (SEAL)

STATE OF FLORIDA     )  
                              ) SS  
COUNTY OF DADE     )

I HEREBY CERTIFY that on the day and year above written, personally  
appeared before me and personally known to me, the undersigned authority,  
MELVIN WOLFE, to me well known to be the person who executed the foregoing  
Articles of Incorporation and acknowledged before me that he executed the same  
freely and voluntarily for the uses and purposes therein set forth and  
expressed.

  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

My Commission Expires:

 MARY Y. TAYLOR  
COMMISSION # CC 724800  
EXPIRES APR 5, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

FILED  
98 APR -7 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA