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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: E&L USED CLTHING, INC.

AUDIT NUMBER.....H98000008472

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

CERT. OF STATUS..1

CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 5, 1998

EMPIRE

SUBJECT: E&L USED CLOTHING, INC.
REF: W98000010077

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Becky McKnight
Document Specialist

FAX Aud. #: E98000008472
Letter Number: 798A00024605

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ARTICLES OF INCORPORATION

OF

E&L USED CLOTHING, INC.

ARTICLE I
CORPORATE NAME

The name of this Corporation is: E&L USED CLOTHING, INC.

ARTICLE II
NATURE OF CORPORATE BUSINESS

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;

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;

Christine M. Moreno, Attorney, P.A., a FL P.A.
by: Christine M. Moreno, Esq. - FL Bar #436150
13122 W. Dixie Hwy., Ste. C,
N. Miami, FL 33161
(305) 893-0030

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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 acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, 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 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 obligation, 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 payment of funds so loan and 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 the charitable, scientific, or educational purposes;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and 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 of 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

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corporation to the full extent as permitted by Florida Statutes SS 607.014.

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue a maximum of 100 shares of stock. The shares of stock authorized shall be common stock, having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida shall be: LORAN W. HALL, 28240 S.W. 161 Avenue, Miami, Florida 33030.

ARTICLE V
PRINCIPAL PLACE OF BUSINESS

The Corporation's principal place of business/mailling address in the State of Florida shall be: Post Office Box 557412, Miami, Florida 33255.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time. The name and post office address of each member of the first Board of Directors is:

LORAN W. HALL, 28240 S.W. 161 Ave., Miami, FL 33030; and
EDLINA HALL, 28240 S.W. 161 Ave., Miami, FL 33030.

The members of the first Board of Directors shall hold office until the first annual meeting of the Corporate Stockholders.

ARTICLE VII
INCORPORATOR

The name and post office address of each Incorporator executing these Articles of Incorporation is as follows: LORAN W. HALL, 28240 S.W. 161 Ave., Miami, FL 33030.

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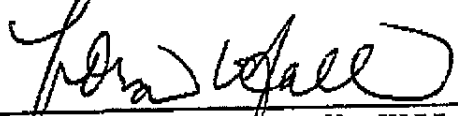
ARTICLE VIII
AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX
COMMENCEMENT DATE

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

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


Incorporator: LORAN W. HALL

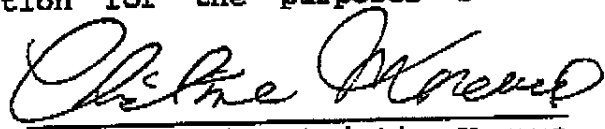
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

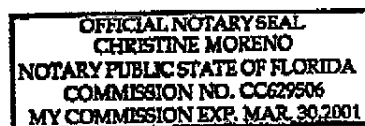
SS:

The foregoing instrument was acknowledged before me this 5th day of May, 1998, by Loran W. Hall, who is personally known to me, and who took an oath and acknowledged that he executed the foregoing Articles of Incorporation for the purposes stated therein.

My Commission Expires:

March 30, 2001


Notary Public: Christine Moreno
Commission No. CC629506



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

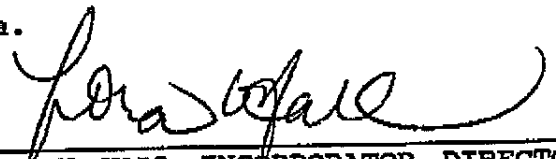
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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

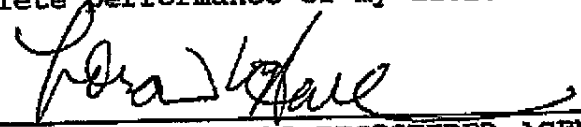
In compliance with Section SS 48.091, Florida Statutes, the following is submitted:

FIRST that E&L USED CLOTHING, INC., a Florida corporation, desiring to organize under the laws of the State of Florida, with its principal place of business in the City of Miami, Miami-Dade County, Florida, has designated and named: LORAN W. HALL, located at 28240 S.W. 161 Avenue, Miami, FL 33030, as its agent to accept service of process within Florida.



LORAN W. HALL, INCORPORATOR, DIRECTOR
AND PRESIDENT

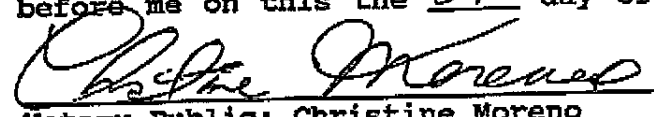
I, LORAN W. HALL, having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



LORAN W. HALL, AS REGISTERED AGENT
AND AS PRESIDENT OF THE CORPORATION

SWORN TO AND SUBSCRIBED before me on this the 5th day of May, 1998.

My Commission Expires:



Notary Public: Christine Moreno
Commission No.: CC629506

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| OFFICIAL NOTARY SEAL CHRISTINE MORENO NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC629506 COMMISSION EXP. MAR. 30, 2001 |
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