

David Torchin, C.P.A., P.A.

Certified Public Accountant

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a professional association

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*****78.75 *****78.75

May 6, 1998.

Division of Corporations

P.O. Box 1500

Tallahassee, FL 32302-1500

RE: R.A.Y. T-Shirts, Inc.

Dear Sir/Madam;

Enclosed please find a check made to the Secretary of State for \$78.75 for filing of the enclosed articles of incorporation and a certificate of status. Please return them to the following address as soon as possible. Thank You.

David Torchin, C.P.A., P.A.

8211 West Broward Blvd.

Suite 200

Plantation, FL 33324-2726

Very Truly Yours,



David Torchin, C.P.A.

David GAVE
AUTHORIZATION BY PHONE TO
CORRECT art. 2
DATE 5/11/98
DOC. EXAM. TA

FILED
98 MAY -7 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-5/11/98

ARTICLES OF INCORPORATION
OF

R.A.Y. T-Shirts, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

R.A.Y. T-Shirts, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Mailing Address:

**19380 Collins Avenue ,
Miami, FL 33160
(305) 626-8298**

Principal Place of Business:

**18200 N.W. 27th Avenue
Miami, FL 33056**

#12-B

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand Shares (1000.) at One Dollar (\$1.00) par value per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Avi Shalom

19380 Collins Avenue, #12-B

Miami, FL 33160

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporators to these Articles of incorporation is(are):

President/Director

Avi Shalom

19380 Collins Avenue, #12-B

Miami, FL 33160

Vice-President/Director

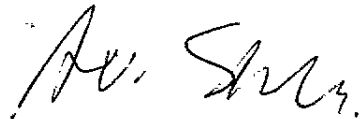
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19380 Collins Avenue, #12-B

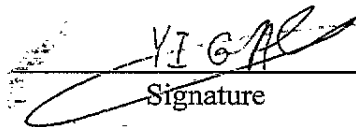
Miami, FL 33160

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

_____ day of May, 98.



Signature



Signature

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

R.A.Y. T-Shirts, Inc.

2. The name and address of the registered agent and office is:

Avi Shalom
19380 Collins Avenue, #12-B
Miami, FL 33160

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

DATE _____

Avi Shalom
5/5/1998