

Charter Number Only

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DATE ONLY

Peter Gruber
Requestor's Name
9100 S. Dadeland Blvd. #910
Address
Miami, FL 33156
City State ZIP Phone
#670-1010

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****122.50 ****122.50

CORPORATION(S) NAME

Gemco Apparel Inc.

FILED
98 MAY 18 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Reservation | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Certificate Under Seal | <input type="checkbox"/> Walk In | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Pick Up | <input type="checkbox"/> Mail Out | |

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COMPTON
MAY 18 AM 9:59
IN CORPORATION

FILED
98 MAY 18 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

GEMCO APPAREL, INC.

The undersigned, being the incorporator hereinafter named, hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be:

GEMCO APPAREL, INC.

The principal place of business of this corporation shall be:

3822 Leafy Way
Miami, Florida 33133

ARTICLE II

Duration

This corporation shall exist in perpetuity.

ARTICLE III

Purpose

The purpose of the corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

This document prepared by:
Peter G. Gruber, Esquire
Peter G. Gruber, P.A.
9100 South Dadeland Boulevard
One Datan Center, Suite 910
Miami, Florida 33156
Telephone: (305) 670-1010
Florida Bar No. 252840

ARTICLE IV

Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, having a par value of One (\$1.00) Dollar per share which shall be designated as common shares.

ARTICLE V

Right of Shares of Capital Stock

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one (1) vote.

Nothing in these Articles shall be construed to allow for cumulative voting of said shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 9100 South Dadeland Boulevard, Suite 910, Miami, Florida 33156, and the name of the initial Registered Agent of the corporation at that address is Peter G. Gruber, P.A.

ARTICLE VII

Indemnification

The corporation shall indemnify all directors, officers, employees or agents who are parties to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that they are or were a director, officer, employee or agent of the corporation to the full extent permitted by Florida Statute §607.0850.

ARTICLE VIII

Initial Board of Directors

This corporation shall have one (1) director, initially. The number of directors may either be

increased or decreased, from time to time, by the By-laws, adopted by the corporation. The name and street address of the initial member of the Board of Directors is:

Gary Miller
3822 Leafy Way
Miami, Florida 33133

ARTICLE IX

Amendments

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

ARTICLE X

By-laws

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE XI

Officers

The names and addressees of the initial officers of the corporation who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

President/Secretary:	Gary Miller
	3822 Leafy Way
	Miami, Florida 33133

ARTICLE XII

Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Gary Miller
3822 Leafy Way
Miami, Florida 33133

ARTICLE XIII

Special Provision

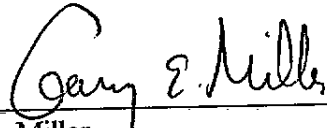
The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XIV

Effective Date

The existence of the corporation shall begin on the date of incorporation of these Articles of Incorporation.

In Witness Whereof, the undersigned has hereunto set his hand and seal on this 14 day of May, 1998.



Gary Miller

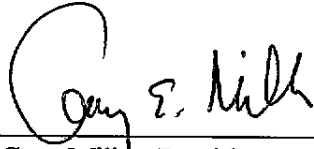
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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 GEMCO APPAREL, INC.
2. The name and address of the registered agent and office is:

PETER G. GRUBER, P.A.
9100 S. Dadeland Boulevard
One Datan Center, Suite 910
Miami, Florida 33156

GEMCO APPAREL, INC.


By: 
Gary Miller, President

Dated: MAY 14. 98

ACKNOWLEDGMENT

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.

PETER G. GRUBER, P.A.

By: 
Peter G. Gruber, Esquire

Dated: 5/14/98

GEMCO.INC 05/14/98