

P98000044864



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 821939 7154160

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizant

ORDER DATE : May 15, 1998

ORDER TIME : 9:12 AM

ORDER NO. : 821939-005

CUSTOMER NO: 7154160

CUSTOMER: Mr. Jerry D. Rosenthal
MR. JERRY D. ROSENTHAL

700002527727--1

517 N.e. 2nd Avenue

Hallandale, FL 33009

DOMESTIC FILING

NAME: ABSOLUTELY APPAREL GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 AM 8:47

RECEIVED
98 MAY 18 PM 2:35
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY 18 AM 8:47

ARTICLES OF INCORPORATION

OF

ABSOLUTELY APPAREL GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ABSOLUTELY APPAREL GROUP, INC.

The address of the principal office of this corporation shall be 517 Northeast 2nd Avenue, Hallandale, Florida 33009, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Jerry D. Rosenthal	517 Northeast 2nd Avenue Hallandale, Florida 33009
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ARTICLE VII. INCORPORATOR

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

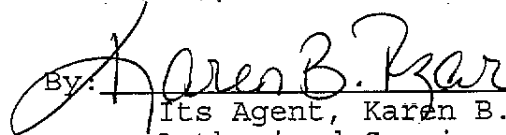
Corporate Agents Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these
Articles of Incorporation on May 18, 1998.


Its Agent, Karen B. Rozar
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

JOR/STACY L EARNEST