

P980000 45063

UGR ASSOCIATES, INC.

6239 Edgewater Drive
Suite V-1
Orlando, FL 32810

May 11, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/15/98--01027--014
*****78.75 *****78.75

RE: Incorporation of EKL ENTERPRISES, INC.

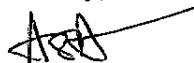
Dear Sir or Madam:

Enclosed are the Articles of Incorporation submitted on behalf of EKL ENTERPRISES, INC.
Also enclosed is a check for \$78.75 with the fees consisting of:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certificate under seal	<u>\$8.75</u>
TOTAL	\$78.75

The above amount covers the charges related to the incorporation of the above named company.
Your attention to this matter is appreciated.

Sincerely,



Alphons Anyanwu

APPROVED
AND
FILED
98 MAY 15 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAY 10 1998

APPROVED
AND
FILED

98 MAY 15 PM 1:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EKL ENTERPRISES, INC.

I the undersigned, being a natural person of legal age, do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation shall be:

EKL ENTERPRISES, INC.

ARTICLE II. GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

This corporation may engage in or transact 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.

To contract, engage, transact in the business of making or manufacturing of clothing, uniforms, sportswear, costumes and dresses of all kind.

To buy, sell, exchange, trade and generally deal in real property, improved and unimproved of every class and

description; to sell, buy, mortgage, lease or otherwise acquire or dispose of any real property and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, giving or taking evidence of indebtedness and securing the payment thereof by mortgage trust deed, pledge, or otherwise; to enter into contracts to buy or otherwise acquire for the purpose of holding or dispensing of the same, involving real property of every kind and description; to rent or lease office building, rental apartments, condominium units, or any other improved real property of any kind or nature whatsoever, and in connection therewith to enter into contracts with rental or leasing agents.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights,

powers and privileges of ownership, including the right to vote such stock.

To engage in any other activity or business permitted under the laws of the United States and this state.

ARTICLE III. CAPITAL STOCK

The maximum number of stocks that this corporation is authorized to have outstanding at any one time is TWO THOUSAND (2000) shares of Common Stock. The consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock of this corporation shall be issued as "small business corporation" stock in accordance with a plan under the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE IV. CAPITAL TO BEGIN BUSINESS

The amount of the capital with which this corporation shall commence business shall not be less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V. CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI. PRINCIPLE PLACE OF BUSINESS

The initial street address of the principal place of business of the corporation shall be 1531 Aster Drive, Winter Park, FL 32792.

ARTICLE VII. INITIAL DIRECTORS

This corporation shall have no less than one (1) or more than five (5) directors. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

The name and address of the initial directors of this corporation shall be:

John F. Blanche
1531 Aster Drive
Winter Park, FL 32792

Judith Blanche
1531 Aster Drive
Winter Park, FL 32792

ARTICLE VIII. SUBSCRIBERS

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

NAME	ADDRESS
John F. Blanche	1531 Aster Drive, Winter Park, FL 32792

ARTICLE IX. REGISTERED AGENT

The name and address of the registered agent to accept service of process within the State on behalf of the corporation is: John F. Blanche, 1531 Aster Drive, Winter Park, FL 32792, and by his signature on this Certificate attached hereto he indicates his acceptance as registered agent to act in this capacity pursuant to the laws of this State.

ARTICLE X. INDEMNIFICATION

Every director, officer, employee, or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or by reason of their being imposed upon him or her in connection with any proceedings to which he or she may be made a party, or in which he or she may become involved by reason of his or her employment, or by reason of him or her being or having been a director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which each director, officer, employee or agent is entitled.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

ARTICLE XII. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII. COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on the date of filing with the Secretary of State of Florida.

IN WITNESS WHEREOF, I, the undersigned, being the subscriber to these Articles of Incorporation, for the purpose of forming this corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and hereunto set my hand and seal this 7TH day of

May, 1998.


JOHN F. BLANCHE

STATE OF FLORIDA
COUNTY OF ORANGE

I hereby certify that on this day, before, a Notary Public,

duly authorized in the state and county named above to take acknowledgments, personally appeared JOHN F. BLANCHE, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before that he subscribed to these Articles of Incorporation. Sworn to and subscribed before me this 7th day of May, 1998.

Susana Vigil
NOTARY PUBLIC, State of Florida

Identification:

Florida D. License

My Commission expires:



SUSANA VIGIL
My Commission CC515229
Expires Dec. 04, 1999

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept services 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.

Susana Vigil
05-07-98

John F. Blanche
JOHN F. BLANCHE
Registered Agent



SUSANA VIGIL
My Commission CC515229
Expires Dec. 04, 1999



SUSANA VIGIL
My Commission CC515229
Expires Dec. 04, 1999

APPROVED
AND
FILED
98 MAY 15 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA