

P98000048578



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 838273 4363705

AUTHORIZATION : ---

COST LIMIT : \$ PREPAID

ORDER DATE : June 1, 1998

ORDER TIME : 10:44 AM

ORDER NO. : 838273-005

CUSTOMER NO: 4363705

800002542048--2

-06/01/98--01046--007

****122.50 ****122.50

CUSTOMER: Peter B. Smith, Esq
SMITH SMITH & WENDER

190 W. Palmetto Park Road

Boca Raton, FL 33432

DOMESTIC FILING

NAME: JACK'S FOR SLACKS OF BOCA
EAST, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -1 PM12:42

RECEIVED
98 JUN -1 AM11:21
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

JACK'S FOR SLACKS OF BOCA EAST, INC.

The undersigned subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

JACK'S FOR SLACKS OF BOCA EAST, INC.

and its initial post office address and its principal office for the conduct of business is:

23060 Sandalfoot Plaza Drive
Boca Raton, Florida 33428

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

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

(a) To manufacture, design, style, produce, process, prepare, merchandise, buy, sell, transport, distribute, export, and import, at wholesale, retail, and as jobber, as principal, contractor, broker, sales representative, or agent on commission, and otherwise generally and in all ways handle, trade, and deal in and with any and all articles and items of wearing apparel, clothing, garments, and undergarments, including, but not limited to, shirts, sportswear, blouses, waists, pajamas, underwear, suits, coats, trousers, slacks, jackets, sport clothes, dress clothing, play clothes, work clothes, overalls, robes, swimwear, beachwear, leisure wear, playwear, cruise wear, sweaters, rainwear, undergarments, neckwear, scarves, nightwear, haberdashery, belts, wallets, furnishings, jewelry, footwear, hats, caps, hosiery, athletic wear, camp wear, handkerchiefs, mufflers, knitwear, and any and all other articles of general wearing apparel, accessories, novelties, and specialties, of

every kind, nature, and description, and for whatever use and purpose, and of every kind and type of material and composition, including items of apparel, clothing, garments, and accessories.

(b) To manufacture, buy, sell, dye, stain, buff, polish, emboss, stamp, burn, treat, handle, and work in leather, skins, fabrics, papers, rubbers, and composition substances of all kinds. To design, manufacture, buy, and sell, at wholesale or retail, suitcases, trunks, sample cases, traveling bags, handbags, pocketbooks, wallets, billfolds, jewel cases, table covers, book covers, robes, wall coverings, pillow covers, saddlery, harnesses, gloves, clothing, headgear, footwear, puttees, leggings, belts and belting, valves, vehicle covers, hoods, and tops, and curtains, straps, sole leather, string leather, rawhide, materials and supplies for shoemakers, harnessmakers, upholsterers, and leather workers of all kinds, To make, buy, and sell any and all things made wholly or in part from leather, imitation leather, substitutes for leather, oilcloth, paper, papier-mache, canvas, and mohair.

(c) To manufacture or otherwise produce, purchase or otherwise acquire, sell, let, and deal in goods, wares, merchandise, and personal property of every description which a corporation of this kind may lawfully acquire, hold, dispose of , and deal in. To furnish the services of designers, costumers, decorators, caterers, demonstrators, hairdressers, barbers, manicurists, and such other personal services and attendance as may be lawful for a corporation of this kind. To provide and conduct refreshment rooms, and newspaper rooms, reading and writing rooms, dressing rooms, telephones, and other conveniences for the use of customers and others. To grant to other persons or corporations the right or privilege to carry on any kind of business on the premises of the Corporation on such terms as the Corporation deems expedient or proper. To acquire the necessary real estate and stores to conduct the business. To do all the

things and carry on all the several lines of business and operations commonly conducted by department stores.

(d) To own, lease, operate, manage, conduct and carry on all manner of business ventures, associations, corporations, including real estate broker, real estate agent, real estate appraisal, investments, real estate and property development and management and all other activities lawful under the laws of Florida and the United States.

(e) To acquire by purchase or otherwise, for investment, or resale, and to own, operate, subdivide, lease, let, mortgage, sell and otherwise dispose of for cash or on credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property, located in the State of Florida or elsewhere, and generally to deal and traffic as owner, agent or broker, in real estate, personal and mixed property, and any interest or estate therein, including subdivisions, apartment houses, residences, stores, office buildings, manufacturing sites, and lot or parcels of land upon which they may be located, and to create, own, lease, sell, operate and deal in freehold and leasehold estates of any and all character whatsoever, and to be an investor in real and personal property.

(f) To carry on the business of holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise.

(g) Subject to the limitations prescribed and the statutes of this State, to purchase, subscribe for or otherwise acquire, and to hold the shares, stocks or obligations of any company organized under the laws of this State or of any other State, or of any territory of the United States or of any foreign

country, and to sell or exchange the same, or upon distribution of the assets or division of the profits, to distribute any such shares, stocks or obligations or proceeds thereof among the Stockholders of this company.

(h) Subject to limitations prescribed, and the requirements of the Statutes of this State, to borrow or raise money for any purpose of this company, and to secure the same and interest, or for any other purpose to mortgage all or any part of the property, corporeal or incorporeal rights or franchises of this company, now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

(i) Subject to the limitations prescribed, and the requirements of this State, to guarantee the payment of dividends or interest on any shares, stocks, debentures, or other securities issued by, or any other contract or obligations of any corporation described as aforesaid, whenever and provided the required authority be first obtained for the purpose, always subject to the limitations herein prescribed.

(j) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful purposes, objects and powers not inconsistent herewith are hereby included, including the general powers set forth in Florida Statutes Annotated, Chapter 607, as amended.

ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock at One (1.00) Dollar par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United

States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, a Vice-President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient, one or more of which may be designated in the name of the same person.

ARTICLE VI

This corporation shall have two directors initially, and the number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors of this corporation are:

David Goldstein	23060 Sandalfoot Plaza Drive Boca Raton, Florida 33428
Irving Goldstein	23060 Sandalfoot Plaza Drive Boca Raton, Florida 33428

ARTICLE VII

The name and address of the person signing these articles is:

David Goldstein 23060 Sandalfoot Plaza Drive
Boca Raton, Florida 33428

ARTICLE VIII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX

The street address of the initial registered office of this corporation is 23060 Sandalfoot Plaza Drive, Boca Raton, Florida 33428 and the name of the initial registered agent of this corporation at that address is David Goldstein.

ARTICLE X

These articles of incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI

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


ARTICLE XII

The shareholders of this corporation shall be entitled to remove any director from office at any time with or without cause.

ARTICLE XIII

The shareholders and directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 29 day of May, 1998.




David Goldstein -
Subscriber

STATE OF FLORIDA :
COUNTY OF PALM BEACH:

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared DAVID GOLDSTEIN, known to me and known by me to be the person who executed the foregoing articles of incorporation; and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 29 day of May, 1998.



Notary Public, State of Florida
at Large

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -1 PM 12:42


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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That JACK'S FOR SLACKS OF BOCA EAST, INC.,
desiring to organize under the laws of the State of Florida, with
its principal office, as indicated in the articles of incorpora-
tion at 23060 Sandalfoot Plaza Drive, Boca Raton, County of Palm
Raton, Florida, has named DAVID GOLDSTEIN located at 23060
Sandalfoot Plaza Drive, Boca Raton, Florida 33428 as its agent to
accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-stated corporation, at place designated in this
certificate, I hereby accept to act in this capacity and agree to
comply with the provision of said Act relative to keeping open
said office.



David Goldstein -
Resident Agent