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FILED
JUN 2 AM 8:24
TALLAHASSEE
SECRETARY OF STATE

May 26, 1998

Secretary of State
Division of Corporations
409 East Gaines
Tallahassee, FL 32399

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*****70.00 *****70.00

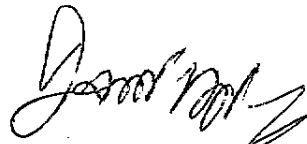
RE: Articles of Incorporation
T-SHIRT EXPRESS, INC.

To Whom it May Concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation of T-SHIRT EXPRESS, INC. for filing. Our check in the amount of \$70.00 payable to the Secretary of State is attached.

Your courtesy in returning the copy bearing the hand-stamped acknowledgement of receipt and filing would be appreciated. A stamped, self-addressed envelope is enclosed for your convenience.

Very truly yours,


David S. Willig

DSW:gb

F. CHESSEY JUN 4 1998

Articles of Incorporation
of
T-SHIRT EXPRESS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

The name of this corporation is T-SHIRT EXPRESS, INC.

Article II

The mailing address of this corporation shall be 8030 W. 26th Avenue, Hialeah, FL 33016.

Article III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares with a value of \$1.00 per share.

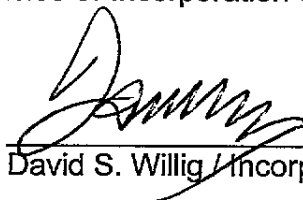
Article IV

The name and address of the initial registered agent is David S. Willig, 2837 SW 3rd AVE, Miami, Florida 33129.

Article V

The name and address of the incorporator to these Articles of Incorporation is David S. Willig, 2837 SW 3rd AVE, Miami, Florida 33129.

The undersigned has executed these Articles of Incorporation this 26th day of May, 1998.


David S. Willig / Incorporator

**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: T-SHIRT EXPRESS, INC.
2. The name and address of the registered agent and office is:

David S. Willig
2837 SW 3rd AVE
Miami, FL 33129

Signature _____

(corporate officer)

Title _____

Date _____

David S. Willig

Incorporator

May 26, 1998

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 _____

David S. Willig

May 26, 1998