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MARK T. JUANICO
ATTORNEY AT LAW
3050 BISCAYNE BLVD., STE. 400
MIAMI, FLORIDA 33137
TELEPHONE: (305) 576-8087

S.B.I. of Miami, Inc.

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Mark GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp. Name
DATE 6/23/98
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ARTICLES OF INCORPORATION
OF

S.B.I. OF MIAMI, INC.

ARTICLE I

The name of the Corporation is:

S.B.I. OF MIAMI, INC.

ARTICLE II

The address of this Corporation is:

999 N.W. 159 Drive
Miami, Florida 33169

ARTICLE III

This Corporation shall have perpetual existence unless otherwise dissolved by operation of law.

ARTICLE IV

This Corporation is organized for the purpose of sale of clothing, school uniforms, and other merchandise to individuals and on a wholesale basis, together with any other business authorized by the laws of the State of Florida and of the United States. The Corporation shall offer items for sale at Wholesale, Retail and other market levels to private persons, other entities, and to the general public. The Corporation is organized for the following general purposes as well:

1. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specified time or times or payable upon

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the happenings of a specified event or events, whether acquired or by mortgage, pledge, or otherwise or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects.

2. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities or evidences of indebtedness created by any other Corporation of this State 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 thereon.

3. To enter into general partnerships, limited partnerships (whether the Corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth herein, jointly or in common with others, so long as the Corporation would have power to do so alone.

4. To transact any and all other lawful business within the State of Florida for which Corporations within the State of Florida are authorized, by the laws of said State and the Statutes of said State to conduct and transact.

ARTICLE V

This Corporation is authorized to issue ONE HUNDRED (100) shares of \$1.00 par value Common Stock.

ARTICLE VI

Every shareholder, upon the sale for cash or kind of any new stock of this Corporation of the same kind, class or series as that which

he/she already holds, shall have the right to purchase his/her prorata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others prior to such offering to others.

With respect to sale of old or original stock, each shareholder, regardless of his/her ownership of stock holding, shall be entitled to purchase said Shares of Stock from the selling party prior to offer to others outside of the Corporation, provided that the party holding like stock shall have the first right of refusal and the other shareholders shall be entitled to bid on the price prior to shareholders shall be entitled to bid on the price prior to offering to the public or others outside of the Corporation.

ARTICLE VII

The registered agent of the Corporation shall be:

MARK T. JUANICO, ESQUIRE
3050 Biscayne Boulevard
Suite 400-S
Miami, Florida 33137

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Registered Agent to accept service of process on the Corporation at the Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all of the requirements of law pertaining thereto.


MARK T. JUANICO

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ARTICLE VIII

This Corporation shall have TWO (2) Directors, initially. The number of Directors may be either increased or decreased from time to time by the By-Laws, but in no event shall the Board of Directors consist of less than ONE (1) member. The names and addresses of the initial Board of Directors of this Corporation are:

Lelaine Barea
999 N.W. 159 Drive
Miami, Florida 33169

Eduardo Barea
999 N.W. 159 Drive
Miami, Florida 33169

ARTICLE IX

The name and address of the person signing these Articles of Incorporation is:

Eduardo Barea
999 N.W. 159 Drive
Miami, Florida 33169

ARTICLE X

The Board of Directors and the Shareholders shall have the exclusive power to adopt, alter, amend or repeal the By-Laws of this Corporation.

ARTICLE XI

The Corporation shall have all the Corporate Powers enumerated now and in the future in the Florida General Corporation Act and other applicable laws of the State of Florida.

ARTICLE XII

The Directors of this Corporation may take action by written consent as provided by Law and in lieu of a meeting of Directors and/or Shareholders.

ARTICLE XIII

This Corporation shall indemnify any and all officers or directors or principals or any former officer or director or principal of this Corporation against acts done by said officer, director or principal while acting under authority or representation of the Corporation now or forever and to the full extent permitted by law.

ARTICLE XIV

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

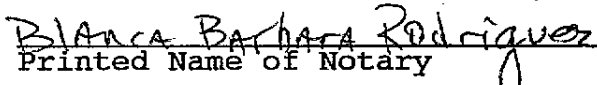
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of _____ this 16th day of January, 1998.
S.B.I. OF MIAMI, INC.


EDUARDO BAREA

STATE OF FLORIDA:
: S.S.:
COUNTY OF DADE :

BEFORE ME the undersigned authority personally appeared Eduardo Barea who is personally known to me and who acknowledged that they signed the foregoing document for the purposes described therein.


Notary Public, State of Florida


Printed Name of Notary

My Commission Expires:

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