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June 25, 1998

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: Atlantic Headquarters Funwear, Inc.

Dear Secretary of State:

Enclosed please find original and original copy of Articles of Incorporation together with oath and acceptance of registered agent for filing.

Also enclosed please find my trust account check in the amount of \$122.50 representing the filing fee.

If same are in order please file corporation and return original to me.

Thank you for your attention to this matter and if you should have any questions, please contact me.

Sincerely,

Janet M. Richmond
Janet M. Richmond
Secretary to Walter E. Foster, III

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 26 AM 8:48

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

98 JUN 26 AM 8:48

OF

ATLANTIC HEADQUARTERS FUNWEAR, INC.

We, the undersigned persons do hereby form the above corporation and to that end do hereby certify to the facts hereinafter set forth, as required by law.

I

The name of the proposed corporation shall be:

ATLANTIC HEADQUARTERS FUNWEAR, INC.

II

The general nature of the business to be transacted is as follows, to-wit:

1. Primary purpose will be to engage in the retail sales of clothing/beachwear, and all related activities.

2. To borrow or to raise monies for any of the purposes of the corporation, to issue bonds, notes or other obligations for monies so borrowed and to secure the payments thereof, and of the interest thereon, in whole or in part, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the property of the corporation, real or personal, including contracts and other rights, franchises and privileges and also its income, profits, stocks, bonds and other securities of other corporations, associations, individuals or others, whether at the time owned or

thereafter acquired; and to sell or pledge such bond or notes or other obligations of the corporation for its proper corporation purposes; also to loan or advance money upon mortgaged on real or personal property, or either of them or otherwise so far as shall be necessary or desirable in the conduct of the business of the corporation and not inconsistent with the laws of the State of Florida.

3. To conduct its business in other states, in territories and in foreign countries subject to the laws of such state, district, territory, colony or country.

4. Without in any way limiting the foregoing purpose, it is hereby declared and provided that the corporation shall have power to do any and all acts and things that may be reasonable necessary or appropriate to accomplish the purposes, of any of them, for which the corporation is created, so far as the same shall not be inconsistent with the laws of the State of Florida.

III

The maximum number of shares of stock with which the corporation is authorized to have outstanding at any time shall be One Hundred (100) share of voting stock to be of no par value. The stock of this corporation shall be and can be paid for in cash or property, real, personal, or mixed or labor of services as full calculation to be fixed by the Board of Directors.

IV

The amount of capital with which the corporation shall begin business is Ten Thousand and No/100 Dollars (\$10,000.00).

V

The corporation shall have perpetual existence.

VI

The principal place of business is 4042 S. Atlantic Avenue, Daytona Beach, Florida 32118. The Registered Agent shall be Walter E. Foster, III, 315 South Palmetto Avenue, Daytona Beach, Florida 32114.

VII

There shall not be less than one nor more than nine Directors of said corporation, provided, however that the corporation's number of Directors may be increased in any manner now or hereinafter authorized by law.

VIII

The names and Post Office address for the first Board of Directors and the President, who subject to the provisions herein contained and of the said corporation and Chapter 607, Florida Statutes, as amended, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are the following:

<u>NAME</u>	<u>POST OFFICE ADDRESSES</u>
OFFICERS	
GHASSAN LAOUN President	1025 S. Beach St. #219 Daytona Beach, Florida 32114
TANIOS FARHAT Vice Pres./Secretary	1025 S. Beach St. #233 Daytona Beach, Florida 32114
CHARLES GHOBEIRA Treasurer	1136 Riverside Drive Holly Hill, Florida 32117

BOARD OF DIRECTORS

GHASSAN LAOUN

(ADDRESSES SAME ABOVE)

TANIOS FARHAT

CHARLES GHOBEIRA

IX

The officer of said corporation shall be a President and such other officers and agents as may be deemed necessary. All officers, agents and directors shall be chosen in such a manner and shall hold their offices for such terms and shall have such powers and duties as may be presented by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices except that the President shall not also be the Secretary or an Assistant Secretary of the Corporation.

X

The names and Post Office addresses of the subscribers of this Articles of Incorporation and the total number of shares of stock and the value of the consideration therefore with each agrees to take are as follows:

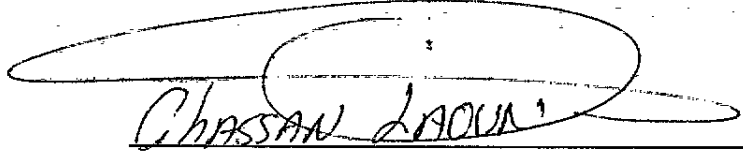
GHASSAN LAOUN	(60%)	\$6,000.00
TANIOS FARHAT	(20%)	\$2,000.00
CHARLES GHOBEIRA	(20%)	\$2,000.00

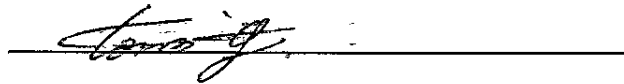
XI


Said Corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate in

the manner now or hereinafter permitted by law or prescribed by Statutes, and all rights conferred upon the Stockholders.

IN WITNESS WHEREOF, We the undersigned, being the original subscribers of these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, do hereby make and file these Articles of Incorporation hereby declaring and certifying that the facts herein are true, and hereunto set our hands and seals this 25th day of June 1998.

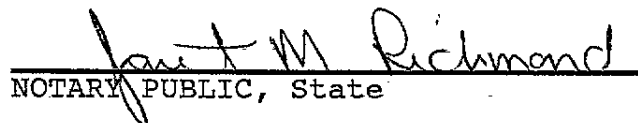

Ghassan Laoun


Tanios Farhat


Charles Ghobeira

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation was acknowledged before me this 25 day of June 1998 by, Ghassan Laoun, Tanios Farhat, and Charles Ghobeira, who are personally known to me or who has produced _____ as identification and who did (did/not) take an oath.


Jant M. Richmond
NOTARY PUBLIC, State

My Commission Expires:

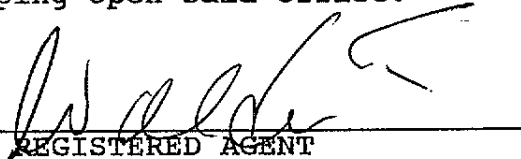
In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First, Atlantic Headquarters Funwear, Inc. , desiring to organize under the laws of the State of Florida with its principle office as indicated in the articles of incorporation in the City of Daytona Beach, County of Volusia, State of Florida has named Walter E. Foster III, Esquire, located at 315 S. Palmetto Ave., Daytona Beach, Volusia County, Florida as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the 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.

By:


REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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