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FREEDMAN & VEREBAY, P.A.

Dade (305) 651-0075 Broward (954) 920-9119 Fax (305) 651-5979

Bruce H. Freedman
Board Certified-Civil Trial

Layne Verebay
Attorney At Law

Arthur Drotzer, *Of Counsel*

Susan W. Freedman, R.N.
Paralegal

June 25, 1998

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

Re: Berky Sales, Inc.

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-06/29/98--01071--010
*****70.00 *****70.00

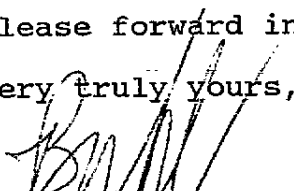
Dear Sir:

Enclosed please find the articles of incorporation and one copy for the above referenced corporation and my check in the sum of \$70.00.

Please be advised that I am not requesting a certified copy.

Please forward in the enclosed envelope.

Very truly yours,


BRUCE H. FREEDMAN
BHF:rjw
enclosure

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

6-30-98
mm

ARTICLES OF INCORPORATION

BERKY SALES, INC.

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation is Berky Sales, Inc., and its principal place of business is located at 1850 N.W. 106th Terrace, Plantation, Florida 33322.

ARTICLE II - DURATION

This corporation shall commence its existence upon receipt of these Articles by the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of common stock of one class only with a par value of one dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 190 N.E. 199th Street, Suite 204, North Miami Beach, Florida 33179, and the name of the initial registered agent of this corporation at that address is Bruce H. Freedman.

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TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the director of this corporation is:

Barbara Berkowitz, President
1850 N.W. 106th Terrace
Plantation, Florida 33322

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

Barbara Berkowitz
1850 N.W. 106th Terrace
Plantation, Florida 33322

ARTICLE VII - AMENDMENTS

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

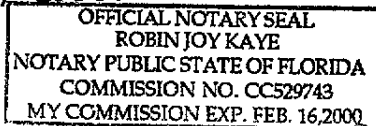
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 26 day of June, 1998.



Barbara Berkowitz

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Barbara Berkowitz to me well known and known to be the person who executed the foregoing Articles of Incorporation of Siesta Cove Swimwear & Accessories, Inc., and she acknowledged that she signed and executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, said County and State, this 26 day of June, 1998.





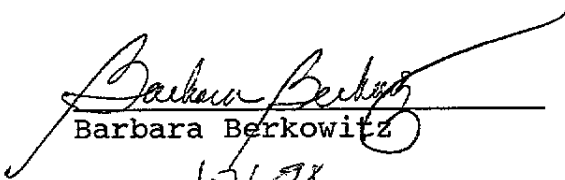
NOTARY PUBLIC, State of
Florida at Large

My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT BERKY SALES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF PLANTATION, STATE OF FLORIDA, HAS NAMED BRUCE H. FREEDMAN, LOCATED AT 190 N.E. 199TH STREET, SUITE 204, NORTH MIAMI BEACH, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Barbara Berkowitz

DATE: 6/26/98

HAVING BEEN NAMED TO ACCEPT SERVICE 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.

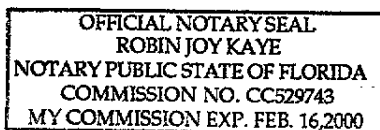
By: *Bruce H. Freedman*
BRUCE H. FREEDMAN

DATE: 6-26-98

SWORN TO AND SUBSCRIBED before me this 26th day of June, 1998.

Robin Joy Kaye
Notary Public
State of Florida at Large

My commission expires:



Personally known

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA