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GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.  
ATTORNEYS AT LAW

OUR FILE NUMBER:  
WRITER'S DIRECT DIAL NUMBER: 561-650-0727

August 7, 1998

Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32301

Attn: Doris, New Filings Section

RE: Filing Fee for Trans-Atlantic Fashions, Inc.

Dear Clerk:

On August 6, 1998, I sent to your office via Federal Express an original and one copy of the Articles of Incorporation for Trans-Atlantic Fashions, Inc. and had inadvertently not included the check for the filing fee of \$122.50. I spoke with Doris of your department and asked if she could hold the Articles since I would be sending the check today.

Enclosed with this letter is a check in the amount of \$122.50 for filing fees and a copy of the Articles of Incorporation. By now, you should have received the original set of Articles. Please proceed with processing the Articles and if you have any questions, please call me at (800) 749-1980 extension 727.

Thank you for your attention to this matter.

Sincerely,

Stella S. Rita  
Legal Assistant

Dmc  
8/12/98

FILED  
98 AUG 10 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
TRANS-ATLANTIC FASHIONS, INC.**

**FILED**  
98 AUG 10 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I**

Name

The name of the corporation is Trans-Atlantic Fashions, Inc.

**Article II**

Duration

This corporation shall have a perpetual existence.

**Article III**

Purpose

This corporation is organized to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

**Article IV**

Address

The principal place of business or mailing address of this corporation shall be:

1318 Gateway Drive  
Lantana, Florida 33462

**Article V**

Capital Stock

This corporation is authorized to issue 2,000 shares of ONE CENT (\$.01) par value per share common stock.

## **Article VI**

### **Directors**

The number of directors constituting the initial Board of Directors of the corporation are two (2). 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 (1). The names and addresses of the person who will serve as the initial Board of Directors of the corporation are:

<u>Name</u>	<u>Address</u>
Leslie O. Piira	1318 Gateway Drive Lantana, Florida 33462
Tuomo M. Piira	1318 Gateway Drive Lantana, Florida 33462

## **Article VII**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 1318 Gateway Drive, Lantana, Florida 33462, and the name of the initial registered agent of this corporation at the address is Tuomo M. Piira.

## **Article VIII**

### **Incorporator**

The name and address of the incorporator to these Articles of Incorporation are:

Leslie O. Piira  
1318 Gateway Drive  
Lantana, Florida 33462

## **Article IX**

### **Powers**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

## **Article X**

### **Indemnification**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850 (1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Law, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by this corporation upon authorization of the Board of Directors) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

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#### **Article XI**

##### **Amendment**

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 shareholder(s) is subject to this reservation.

#### **Article XII**

##### **Bylaws**

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Dated: August 5, 1998

  
\_\_\_\_\_  
Leslie O. Piira, Incorporator

FILED

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

98 AUG 10 AM 10:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for Trans-Atlantic Fashions., a Florida corporation (the "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.

REGISTERED AGENT:

BY: Tuomo M. Piira

Tuomo M. Piira

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