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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

EFFECTIVE DATE
8-18-98

From:

Account Name : HELLER CAPITAL, INC.
Account Number : 105114002375
Phone : (954) 475-8484
Fax Number : (954) 475-1125

FLORIDA PROFIT CORPORATION OR P.A.

Just for Jeans, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
Just for Jeans, Inc.,
a Florida corporation

The undersigned, acting as incorporator of Just for Jeans, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

Just for Jeans, Inc.

ARTICLE II. ADDRESS

The corporation's mailing address is:

16 W. Flagler Street
Miami, FL 33130

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ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective August 18th, 1998.

Heller Capital, Inc.
308 NW 101 Terrace
Coral Springs, FL 33071
(954) 475-8484

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ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 16 W. Flagler Street, Miami, FL 33130 and the name of the corporation's initial registered agent at that address is Itzhak Bitan.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than 1 director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1. The name(s) of the initial director(s):

Name

Itzhak Bitan

Heller Capital, Inc.
308 NW 101 Terrace
Coral Springs, FL 33071
(954) 475-8484

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Heller Capital, Inc.
308 NW 101 Terrace
Coral Springs, FL 33071


The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 18th day of August, 1998

Heller Capital, Inc.:

By: 
Gerald Heller

Heller Capital, Inc.
308 NW 101 Terrace
Coral Springs, FL 33071
(954) 475-8484

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Just for Jeans, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 16 W. Flagler Street, Miami, FL 33130, has named Itzhak Bitan, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Itzhak Bitan

16 W. Flagler Street, Miami, FL 33130



Michael Heller, Attorney In Fact

Itzhak Bitan

Date: August, 18th 1998

Heller Capital, Inc.
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Coral Springs, FL 33071
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