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LAW OFFICES OF
MELAND & RUSSIN, P.A.
2420 FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

PETER D. RUSSIN

TELEPHONE (305) 358-6363
TELEFAX (305) 358-1221

August 28, 1998

VIA OVERNIGHT DELIVERY

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-08/31/98--01054--021
****122.50 ****122.50

Re: **Incorporation of Vertical Clothing Corporation**

Dear Ladies and Gentlemen:

I am enclosing for filing one original and one copy of the executed and notarized Articles of Incorporation for the above-referenced corporation.

Also, enclosed is a check in the amount of \$122.50 representing all filing fees and costs.

Please send us a certified copy of the filed Articles of Incorporation at your earliest opportunity in the stamped and self-addressed envelope provided for your convenience.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

Peter D. Russin

Enclosures

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FILED
98 AUG 31 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-2-98
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ARTICLES OF INCORPORATION
OF
VERTICAL CLOTHING CORPORATION

98 AUG 31 AM 9:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the corporation is Vertical Clothing Corporation (the "Corporation").

ARTICLE II - Purpose

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

ARTICLE III - Capital Stock

The Corporation is authorized to issue 10,000 shares of US \$.01 par value common stock. The Board of Directors may authorized the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

ARTICLE IV - Initial Registered Office and Agent

The name of the initial registered agent of the Corporation and the street address of the registered office of this Corporation is:

Peter D. Russin, Esq.
Meland & Russin, P.A.
2420 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE V - Corporate Mailing Address

The principal office and mailing address of the Corporation is:

13125 NW 47th Avenue
Opa Locka, FL 33054

ARTICLE VI - Incorporator

The name and address of the Incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Peter D. Russin, Esq.	Meland & Russin, P.A. 2420 First Union Financial Center 200 South Biscayne Boulevard Miami, Florida 33131

ARTICLE VII - Powers

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE VIII - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE IX - Fiscal Year

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

ARTICLE X - Duration

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

The undersigned has executed these Articles of Incorporation this 28th day of August, 1998.



Peter D. Russin
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Peter D. Russin, who is personally known to me and who, after being duly sworn, did freely and voluntarily acknowledge that, according to law, he made and subscribed the foregoing Articles of Incorporation of Vertical Clothing Corporation.

IN WITNESS WHEREOF, I have set my hand and affixed my seal of office to this document this 28th day of August, 1998.



ALICIA ALONSO
My Comm Exp. 01 24 2001
Bonded By Service Ins
No. CC592846
 Personally Known Other ID

Alicia Alonso
Notary Public, State of Florida
At Large
Print Name:
Commission No.

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Vertical Clothing Corporation at the place designated in the Articles of Incorporation, Peter D. Russin, agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0501(3), Fla. Stat. (1990), relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated this 28th day of August, 1998.

By: Peter D. Russin
Peter D. Russin

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA