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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001  
FROM: SIEGFRIED, KIPNIS, RIVERA, LERNER, DE LA TOR ACCT#: 076424000767  
CONTACT: LISA CARMAN  
PHONE: (305)442-3334 FAX #: (305)443-3292

NAME: MEDLEY APPAREL COMPANY, INC.  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**MEDLEY APPAREL COMPANY, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is:

**MEDLEY APPAREL COMPANY, INC.**

**ARTICLE II - NATURE OF BUSINESS**

The general character or nature of the business to be transacted by this corporation is:

a) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Seventy-Five Hundred (7,500) shares of common stock, each share having the par value of One (\$1.00) Dollar currency of the United States of America.

Mirta M. Iglesias  
201 Alhambra Circle  
Suite 1102  
Coral Gables, Florida 33134  
(305) 442-3334

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Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

#### **ARTICLE IV - PRE-EMPTIVE RIGHTS**

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

#### **ARTICLE V - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

#### **ARTICLE VI - ADDRESS**

The initial address of the principal office of this corporation is to be 10431 N.W. 21st Court, Sunrise, Florida 33322. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

**ARTICLE VII - DIRECTORS**

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one.

**ARTICLE VIII- INITIAL DIRECTORS**

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

HOWARD CRYSTAL

15871 N.W. 5th Street  
Pembroke Pines, Fl. 33028

ED LEAVY

10431 N.W. 21st Court  
Sunrise, Fl. 33322

**ARTICLE IX - INITIAL OFFICERS**

The name and address of the first Officers and Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

ED LEAVY  
President

10431 N.W. 21st Court  
Sunrise, Fl. 33322

HOWARD CRYSTAL  
Secretary/Treasurer

15871 N.W. 5th Street  
Pembroke Pines, Fl. 33028

**ARTICLE X - INCORPORATOR**

The name and street address of the Incorporator of these Articles of Incorporation is:

Mirta M. Iglesias  
201 Alhambra Circle - Suite 1104  
Coral Gables, Florida 33134

**ARTICLE XI - CONFLICT OF INTEREST**

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation

may be the other individual or individuals contracting with this corporation.

#### **ARTICLE XII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE XIII - ADDRESS OF REGISTERED OFFICE**

The initial street address of the registered office of this corporation is to be 15871 N.W. 5th Street, Pembroke Pines, Florida 33028. The Board of Directors may from time to time, designate such other address and place for the registered office of this corporation as it may see fit.

#### **ARTICLE XIV - SERVICE OF PROCESS**

All legal service shall be made upon HOWARD CRYSTAL, the Registered Agent, at 15871 N.W. 5th Street, Pembroke Pines, Florida 33028.

#### **ARTICLE XV - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on

appeal matter.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed this 30<sup>th</sup> day of November, 1998.

By: Mirta M. Iglesias  
Mirta M. Iglesias, Incorporator

STATE OF FLORIDA)

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of November, 1998 by MIRTA M. IGLESIAS. She is personally known to me.

Signature:

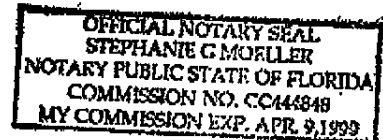
NAME:

Title:

Serial No.:

My Commission Expires:

Stephanie G. Morler  
Stephanie G. Morler



SENT BY:

11-30-98 ; 2:08PM ;  
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF 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: **MEDLEY APPAREL COMPANY, INC.**, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT 10431 N.W. 21st COURT, CITY OF SUNRISE, STATE OF FLORIDA,  
HAS NAMED HOWARD CRYSTAL, 15871 N.W. 5th STREET, CITY OF PEMBROKE  
PINES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

DATED: November 30, 1998.

*Mirta M. Iglesias*  
Mirta M. Iglesias, Incorporator

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.

DATED: November 30, 1998.

By: *Howard Crystal*  
HOWARD CRYSTAL  
Registered Agent

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA