

P98000100017

LOW OFFICES
DARRYL J. JACOBS
MASTER OF LAWS (LL.M.)
TAXATION

4800 N. Federal Highway
Sanctuary Centre - Suite 300 D
Boca Raton, Florida 33431
Phone: (561) 347-0555
Fax: (561) 394-8316

4731 North Highway A1A
Vero Beach, Florida 32963
Phone: (561) 231-6001
Fax: (561) 231-0207

18th day of November, 1998

Florida Dept. of State
Dept. Of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002695066--1
-11/24/98-01029-015
*****78.75 *****78.75

RE: WATTABABE, INC.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced entity and a check in the amount of \$78.75, representing the required filing fee.

Please forward the filed Articles of Incorporation to my Vero Beach office listed above.

Thank you in advance for your attention to this matter.

Very truly yours,


Darryl J. Jacobs

FILED
98 NOV 24 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

P. Hall

DEC - 1 1998

(5)

ARTICLES OF INCORPORATION

OF

WATTABABE, INC.

FILED

98 NOV 24 PM 2:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: WATTABABE, INC.

ARTICLE II - NATURE OF BUSINESS

The nature of the business, and the objects or purposes to be transacted, promoted or carried on by the corporation as as follows:

A. To carry on the business of creating, manufacturing, distributing and sale of clothing.

B. To acquire, hold, sell, reissue or cancel any shares of its own stock, provided, however, that this corporation may not use any of its own shares of capital stock when such use would cause any impairment of the capital of this corporation, and provided further that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

C. To enter into, make, execute, perform and carry out contracts of any territory or government agency thereof, except that any contract for a loan or the purchase of a capital asset must be approved, in writing by the Board of Directors.

D. To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to


IRIS LIPTON RADERMAN

convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any time owned or held by this corporation, upon such terms as the Board of Directors shall authorize, and as may be permitted by law, however, at no time may a corporate obligation either by check, note, or otherwise, be used to satisfy a personal debt of any officer or director of this corporation and any attempt to do so shall be null and void.

E. To purchase or otherwise, acquire the whole or part of property, assets, business and goodwill of any other person, firm corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

The foregoing clauses are to be construed both as objects and powers; and its is hereby expressly provided that the enumeration herein contained shall not be held to limit or restrict the powers of the corporation to carry out or perform any and all acts permitted to corporation under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total number of shares and authorized capital stock of this corporation shall be divided into 500 shares having \$1.00 per value each. The stock of this corporation shall be issued in accordance with Internal Revenue Code Plan 1244.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which the corporation will begin business shall not be less than Five-Hundred Dollars.

ARTICLE V - TERM OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VI - PLACE OF BUSINESS

The post office address of the principal place of business of this corporation is: 701 Brickell Key Drive, Suite 201, Miami, FL 33131, or any other place as the Board of Directors may, from time to time designate.

ARTICLE VII - DIRECTORS

The corporation shall have not less than one Director; however, the number of Directors may be increased by the By-Laws of the corporation.

ARTICLE VIII - SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation and the number of shares subscribed for are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Iris Lipton Raderman	701 Brickell Key Drive, Ste 201 Miami, FL 33131	250
Myrna Mirow	701 Brickell Key Drive, Ste 201 Miami, FL 33131	250

ARTICLE IX - INITIAL DIRECTORS AND OFFICERS

The names and addresses of the first board of Directors and Officers of the corporation, who shall hold office until the next election of Directors and Officers shall take place, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Iris Lipton Raderman	701 Brickell Key Drive, Ste 201 Miami, FL 33131	President
Myrna Mirow	701 Brickell Key Drive, Ste 201 Miami, FL 33131	Vice President


IRIS LIPTON RADERMAN

ARTICLE X - REGISTERED AGENT

FILED

The registered Agent for service of process for this corporation shall be: NOV 24 PM 2:07

Iris Lipton Raderman
701 Brickell Key Drive, Ste 201
Miami, FL 33131

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY ACCEPT the position of Registered Agent for this Corporation.


IRIS LIPTON RADERMAN

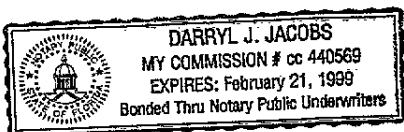
IN WITNESS WHEREOF, I have set my hand and seal this 17th day of
November, 1998


IRIS LIPTON RADERMAN

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me the 17th day of
November, 1998, by IRIS LIPTON RADERMAN, who is personally known to
me and who did take an oath.




NOTARY PUBLIC

This document prepared by:
Darryl J. Jacobs, Attorney
18305 Biscayne Blvd., Suite 210 Miami, FL 33160
(305)936-0292