

THE LAW OFFICE OF
JEFFREY EHRlich, P.A.

RIVERWALK PLAZA, SUITE 2000
333 NORTH NEW RIVER DRIVE, EAST
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE: (954) 522-2663
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January 8, 1999

Florida Dept. of State
Division of Corporations
409 E. Ganes Street
Tallahassee, Fla. 32399

000002746570--7
-01/19/99-01134-002
****122.50 *****78.75

Re: Articles of Incorporation of
FAST TRAK FASHION, INC.

Dear Sir or Madam:

I am enclosing herewith an original and one copy of Articles of Incorporation for the above named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following:

Filing Fee	\$ 78.75
Certified Copy	\$ 8.75
Registered Agent Fee	\$ 35.00
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. A self-addressed stamped envelop has been provided for your convenience.

Thank you for your prompt attention to this matter.

Very truly yours,

Jeffrey Ehrlich

JE/cp
Enclosures

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

FAST TRAK FASHION, INC

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation is a natural person competent to contract, hereby associates himself to form a corporation under the Laws of the State of Florida.

ARTICLE I

The name of this corporation is: **FAST TRAK FASHIONS, INC**

ARTICLE II

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

1. To design, manufacture and market garments and other lawful purposes.
2. To provide garment industry services in Florida and to comply with all county codes and ordinances as they may apply.
3. To carry on any lawful business necessary or incidental to the operation of a Garment Manufacturing company whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.
4. To engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **1,000** shares of common stock, each having **\$1.00** par value.

The consideration to be paid for each share shall be fixed by the Board of Directors and any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and not liable to any further call or assessment thereon; and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or the Directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

The amount of capital with which this corporation may begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is:
**300 ARABIAN ROAD
PALM BEACH, FLORIDA 33480**

The Board of Directors, may, from time to time, move the principal office to any other address in Florida. Branch offices may be maintained at such other places in the State of Florida, the United States of America and foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE VII

This corporation shall have not less than one director initially. The number of directors may be increased or diminished from time to time through By-Laws adopted by the stockholders, but shall never be less than one. This corporation shall begin with one Director.

ARTICLE VIII

The Registered Agent of this corporation is:

JEFFREY EHRLICH, ESQ.

and the registered office is at:

**THE LAS OFFICES OF JEFFREY EHRLICH, P.A.
2000 Riverwalk Plaza
333 N. New River Drive, East
Fort Lauderdale, Florida 33301
(954) 522-2663**

ARTICLE IX

The name and street address of each incorporator to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
BRUCE MASTERS	300 Arabian Road Palm Beach, Florida 33480

ARTICLE X

The name and street address of each subscriber to the stock only of said corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
NONE	NONE	NONE

ARTICLE XI

The names and street address of the members of the first Board of Directors and Officers who shall hold office for the first year of existence of this corporation or until their successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
BRUCE MASTERS	300 Arabian Road Palm Beach, Florida 33480	Director

ARTICLE XII

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 Stockholder's Meeting by a majority of the stock entitled to vote thereon.

ARTICLE XIII

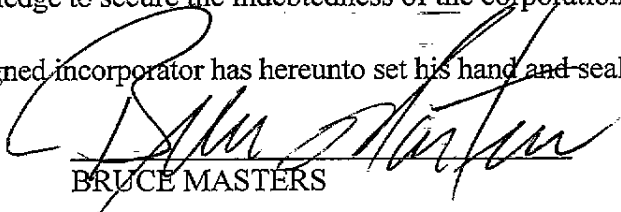
The stockholders of this corporation may enter into agreements between themselves respecting their respective rights and duties with reference to the shares of stock of this corporation; and such agreements may include any limitation upon the transferability of assignment of the stock and the conferring of pre-emptive rights of purchase upon the stockholders as condition precedent

to the sale of other stock; and such agreement shall be valid and this corporation may join as a party thereto.

ARTICLE XIV

This corporation may, by action taken at any meeting of its Board of Directors, sell, lease or exchange all of its property and assets including its good will, its corporate franchises or any property or assets essential to its corporate business upon such terms and conditions as its Board of Directors deems meet and expedient and as authorized by an affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise a majority of the voting power outstanding, provided however, that no vote or consent of stockholders shall be necessary for a transfer of assets by way of mortgage, trust or pledge to secure the indebtedness of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal.



BRUCE MASTERS

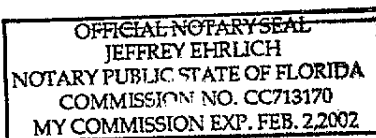
STATE OF FLORIDA :
: SS
COUNTY OF PALM BEACH :

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared BRUCE MASTERS, Director of FAST TRAK FASHIONS, INC. Known to me to be the person described in and who executed the foregoing with full permission off his Board of Directors. Who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: a Valid Driver's License, and that an oath was not taken.

Witness my hand and seal in the County and State last aforesaid this 15 day of January 1999.

My Commission Stamp:


NOTARY PUBLIC, State of Florida at Large

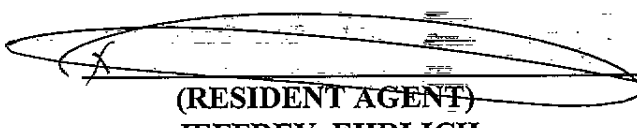


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT FAST TRAK FASHIONS, INC
(NAME OF THE CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF PALM BEACH, STATE OF FLORIDA, HAS NAMED JEFFREY EHRlich, (NAME OF RESIDENT AGENT), LOCATED AT: 2000 RIVERWALK PLAZA, 333 N. NEW RIVER DRIVE, EAST, FORT LAUDERDALE, FLORIDA 33301 IT'S AGENT, TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SECOND, THAT HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREED 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.


(RESIDENT AGENT)
JEFFREY EHRlich

January __, 1999

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TALLAHASSEE FLORIDA