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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BRANDED CONCEPTS, INC.

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ARTICLES OF INCORPORATION
OF
BRANDED CONCEPTS, INC.

The undersigned, acting as Incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Branded Concepts, Inc.

ARTICLE II

PRINCIPLE OFFICE AND MAILING ADDRESS

The principle office of the Corporation is 17700 Collins Avenue, Sunny Isles Beach, Florida, 33160. The mailing address of the Corporation is 17700 Collins Avenue, Sunny Isles Beach, Florida, 33160.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value Common Stock.

Prepared By:

ANDREW D. TARR, ESQUIRE
1250 East Hallandale Beach Boulevard, Suite #710
Hallandale, Florida 33009

(954) 455-0123 FBN- 977489

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Prepared By:
ANDREW D. TARR, ESQUIRE
1250 East Hallandale Beach Boulevard, Suite #710
Hallandale, Florida 33009

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1250 East Hallandale Beach Boulevard, Suite # 710, Hallandale, Florida, 33009 and the name of the initial Registered Agent of the Corporation is Andrew D. Tarr, Esquire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) director(s) to hold office until the first annual meeting of shareholders and successors to said directors shall have been duly elected and qualified, or until the earlier resignation, removal from office, or death of said directors. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation :

NAME

ADDRESS

Barry Shelomovitz

17700 Collins Avenue, Sunny Isles Beach Florida,
33160.

James Ross

17700 Collins Avenue, Sunny Isles Beach Florida,
33160.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is:

NAME

ADDRESS

Andrew D. Tarr, Esquire

1250 East Hallandale Beach Boulevard, Suite # 710,
Hallandale, Florida, 33009.

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Prepared By:

ANDREW D. TARR, ESQUIRE

1250 East Hallandale Beach Boulevard, Suite #710

Hallandale, Florida 33009

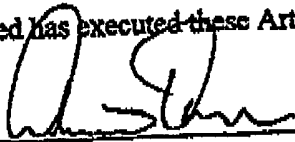
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ARTICLE VIII

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

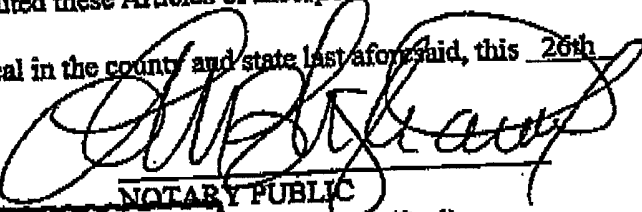
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26th day of January, 1999


Andrew D. Tarr

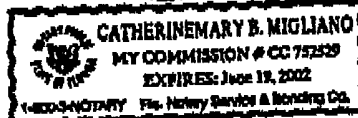
STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared ANDREW D. TARR, who is personally known to me or who has produced FL DL as identification and who did take an oath, who is described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid, this 26th day of January, 1999


NOTARY PUBLIC

My Commission Expires:



(Seal)

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Branded Concepts, Inc. as made in the foregoing Articles of Incorporation.

DATE: January 26, 1999


ANDREW D. TARR

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