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Florida Department of State  
Division of Corporations  
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## To:

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## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
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## FLORIDA PROFIT CORPORATION OR P.A.

OCEAN AVENUE APPAREL, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION  
OF  
OCEAN AVENUE APPAREL, INC.,  
a Florida Corporation

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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ARTICLE I-NAME

The name of this Corporation is **OCEAN AVENUE APPAREL, INC.**, a Florida Corporation.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V-REGISTERED OFFICE AND AGENT AND CORPORATE ADDRESS

The name and street address of the initial registered office of this Corporation is Howard Crystal, 15871 N.W. 5th Street, Pembroke Pines, Florida 33028. The initial corporate address of this corporation is 7260 N.W. 77th Street, Medley, Florida 33166.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than ONE (1). The name and address of the initial Director is:

This Instrument Prepared By:  
Jorge E. Rodriguez, Esq.  
FL Bar No. 378747  
Rodriguez Lopez-Garcia, P.A.  
777 Brickell Avenue, Suite 950  
Miami, FL 33131 (305)358-7600

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NAME

Howard Crystal

ADDRESS

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

ARTICLE VII-BYLAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

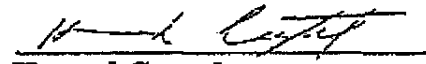
ARTICLE X-INCORPORATOR

The person signing these articles is Howard Crystal.

ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 8th day of Feb., 1999.

  
Howard Crystal  
15871 N.W. 5th St  
Pembroke Pines, FL 33028

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this 8<sup>TH</sup> day of FEB, 1999.

Howard Crystal  
Howard Crystal

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