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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

shirline's clothes, inc.

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ARTICLES OF INCORPORATION

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OF

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SHIRLINE'S CLOTHES, INC.
A FLORIDA CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE 1
NAME

The name of the corporation shall be Shirline's Clothes, Inc.

ARTICLE 2
POWERS

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE 3
SHARES

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is one hundred (100) shares. All such shares shall be of a single class designated as common. The shares shall have a par value of one dollar (\$1.00) per share.

ARTICLE 4
VOTING

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE 5
NO PREEMPTIVE RIGHTS

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares or any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any shares or other securities whether out of unissued

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shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE 6
INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by the Act and the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE 7
BYLAWS

The bylaws of the corporation may be amended by a majority vote of either the directors or the shareholders.

ARTICLE 8
DIRECTORS

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and address is as follows:

Arline Aran
8427 Cypress Lane
Boca Raton, Florida 33433

ARTICLE 9
REGISTERED AGENT AND OFFICE

The initial registered agent of the corporation is Arline Aran. The street address of the corporation's initial registered office is 8427 Cypress Lane, Boca Raton, FL 33433.

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ARTICLE 10
PRINCIPAL PLACE OF BUSINESS

The initial principal place of business and mailing address of this corporation shall be 8427 Cypress Lane, Boca Raton, FL 33433.

ARTICLE 11
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Arline Aran, 8427 Cypress Lane, Boca Raton, FL 33433.

The undersigned incorporator has executed these Articles of Incorporation this 17 day of March, 1999.

Arline Aran (Sign)
Arline Aran, Incorporator

ACCEPTANCE OF
OF APPOINTMENT AS REGISTERED AGENT
(Florida Statutes §607.0501)

Pursuant to Florida Statutes §607.0501, I hereby accept my appointment as registered agent to accept service of process for Shirline's Clothing, Inc., at its initial registered office of 8427 Cypress Lane, Boca Raton, FL 33433. I am familiar with and accept the obligations of the position of registered agent as set forth in the Florida Statutes.

DATED: March 17, 1999.

Arline Aran (Sign)
Arline Aran

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