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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 22 PM 3:19

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April 20, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Certified Mail/RRR
Z 597 890 814

SUBJECT: BAJI.COM, INC.

400002848544-5
-04/22/99--01122--017
****122.50 *****78.75

To Whom It May Concern:

In connection with the above captioned entity, a Florida Corporation in formation, we enclose the following:

- (1) one original and one copy of the articles of incorporation for the above corporation; and
- (2) a check in the amount of \$122.50 which reflects the total of the filing fee, certified copy fee, and registered agent destination fee.

Should you have any questions regarding the above, please do not hesitate to contact me.

Very truly yours,

GELCH & TAYLOR, P.A.



Gary D. Gelch, Esq.

Enclosures

D. BROWN APR 27 1999

ARTICLES OF INCORPORATION
OF
BAJI.COM, INC.

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THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION WHO IS COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I
NAME OF CORPORATION

The name of the corporation is and shall be: **BAJI.COM, Inc.**

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be at **11920 N.W. 87th Court, Hialeah Gardens, Florida 33018**, with the privilege of having additional offices at other places within the State of Florida.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be **8751 W. Broward Boulevard, Suite 408, Plantation, Florida 33324** and the name of the initial registered agent at that address is Gary D. Gelch.

**ARTICLE V
INCORPORATOR**

Brett Stern is the incorporator and his address is **11920 N.W. 87th Court, Hialeah Gardens, Florida 33018.**

**ARTICLE VI
GENERAL PURPOSE AND NATURE OF CORPORATION**

The general purposes for which this corporation is being initially organized are as follows:

The transaction of any and all lawful business for which corporations may be organized to transact under **Chapter 607, Florida General Corporation Act.**

The Specific Nature of the Business is to market and sell clothing to the general public.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors is **one (1)** and the name and address of the person(s) who is(are) to serve as members is(are):

<u>NAME</u>	<u>ADDRESS</u>
Stephen Stern	11920 N.W. 87 th Court Hialeah Gardens, Florida 33018
Brett Stern	11920 N.W. 87 th Court Hialeah Gardens, Florida 33018

**ARTICLE VIII
PREEMPTIVE RIGHTS OF STOCKHOLDERS**

Every stockholder upon the sale for cash of any new stock shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

ARTICLE IX **NUMBER OF DIRECTORS**

The board of directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time by affirmative vote of a majority of the stockholders.

ARTICLE X **EXERCISE OF CORPORATE POWERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

ARTICLE XI **QUALIFICATION AND COMPENSATION OF DIRECTORS**

Directors need not be residents of the State of Florida or shareholders. The compensation of the members of the board of directors shall be fixed by the shareholders.

ARTICLE XII **REMOVAL OF DIRECTORS**

Any or all directors may be removed in accordance with the provision of Section 607.0808, Florida Statutes.

ARTICLE XIII **COMMITTEES**

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, an executive committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all of the authority of the board of directors, except such acts as set forth in Section 607.0825(1)(a-e) Florida Statutes.

ARTICLE XIV

ACTION BY DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the directors may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the directors, is filed in the minutes of the proceedings of the board of directors.

ARTICLE XV

AMENDMENT OF ARTICLE OF INCORPORATION

These Articles of Incorporation may be amended at any time in accordance with the provisions of **Sections 607.1001 - .1006, Florida Statutes**.

ARTICLE XVI

GENERAL POWERS

This corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in **Section 607.0302, Florida Statutes**.

ARTICLE XVII

OFFICERS

The officers of this corporation shall consist of a president, a vice-president, a secretary, and a treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the by-laws of the corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more offices may be held by the same person.

ARTICLE XVIII

DURATION OF CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these Article of Incorporation by the Department of State.

IN WITNESS WHEREOF, we have hereunto set my hand and seal this 20th day of April, 1999.

Brett Stern

Brett Stern

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Brett Stern to me well known as the person described herein and who executed and subscribed to the foregoing Articles of Incorporation and they acknowledged before me that they executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Broward County, State of Florida, this 20th day of April, 1999.

NOTARY PUBLIC

My Commission Expires:

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

BAJI.COM, Inc.

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2. The name and address of the registered agent and office is:

Gary D. Gelch

(NAME)

8751 W. Broward Blvd., Suite 408

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Plantation, FL 33324

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

J. Kelly
(SIGNATURE)

4/20/97
(DATE)