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FLORIDA DIVISION OF CORPORATIONS
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((H99000009916 0))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: RICARDO MARTINEZ-CID, P.A.
CONTACT: RICARDO MARTINEZ-CID
PHONE: (305)859-7494

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NAME: QUALITY APPAREL GROUP INCORPORATED

AUDIT NUMBER.....H99000009916

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES.....6

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 27, 1999

RICARDO MARTINEZ-CID, P.A.

SUBJECT: QUALITY APPAREL GROUP INCORPORATED
REF: W99000009893

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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Neysa Culligan
Document Specialist

FAX Aud. #: H99000009916
Letter Number: 399A00022352

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H99000009916 0

CERTIFICATE OF INTENTION NOT TO REINSTATING AND RELEASE OF NAME

FOR VALUE RECEIVED, **QUALITY APPAREL GROUP INCORPORATED**, a dissolved Florida corporation, hereby evidences its intention not to reinstate and releases the use of its name to be used by a Florida corporation (H99000009916 0) filed subscribed to by Victor M. Fuentes, who, as chairman of the board of directors, vice president and secretary of the dissolved corporation hereby certifies that the last board of directors of said corporation and all its stockholders unanimously approved a resolution, at a special joint meeting, duly held on April 27, 1999, which instructed him to sign this Certificate for and on behalf of said corporation.

IN WITNESS WHEREOF, this certificate was executed on April 27, 1999.

QUALITY APPAREL GROUP INCORPORATED,
a dissolved Florida corporation

BY: *Victor M. Fuentes*
Victor M. Fuentes
chairman of the board of directors
vice president and secretary

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned Notary Public, personally appeared Victor M. Fuentes, who is personally known to me or provided his Florida driver's license as identification, and he acknowledged before me that he executed the same, individually and as chairman of the board of directors, vice president and secretary of **QUALITY APPAREL GROUP INCORPORATED**, a dissolved Florida corporation, and he did take an oath.

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
QUALITY APPAREL GROUP INCORPORATED

Article I - Name

The name of this corporation is QUALITY APPAREL GROUP INCORPORATED.

Article II - Purpose

This corporation is organized to manufacture quality apparel, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The initial principal address and registered office of this corporation is 3544 SW 180 Way, Miramar, Florida 33029.

The name of the initial Registered Agent of this corporation is Victor M. Fuentes of 3544 SW 180 Way, Miramar, Florida 33029.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H99000009916 0

67

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H99000009916 0

initial directors of this corporation are Sofia Ortega of 3544 SW 180 Way, Miramar, Florida 33029, and Victor M. Fuentes of 3544 SW 180 Way, Miramar, Florida 33029, who shall also serve respectively as the initial president and vice-president/treasurer/secretary of the corporation.

Article VII - Incorporator

The name and address of the persons signing these Articles is Victor M. Fuentes of 3544 SW 180 Way, Miramar, Florida 33029.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on the date these articles are filed with the Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned corporation has executed these Articles of Incorporation, this April 27, 1999.



Victor M. Fuentes

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STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared Victor M. Fuentes, who is personally known to me or provided his Florida driver's license as identification, and he acknowledged before me that he executed the same, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this April 27, 1999.



Notary Public
State of Florida at Large



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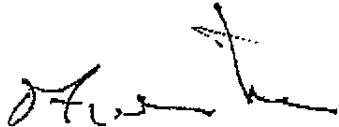
CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESS TO:

That QUALITY APPAREL GROUP INCORPORATED, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named Victor M. Fuentes, located at 3544 SW 180 Way, Miramar, Florida 33029, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of
QUALITY APPAREL GROUP INCORPORATED
to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this April 27, 1999.



Victor M. Fuentes
Registered Agent

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