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Stella Marsh
3131 Inverrary Blvd West #129
Lauderhill, FL 33319

April 22, 1999

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-04/26/99--01059--004
*****87.50 *****87.50

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: New Corporation

Dear Sir/Madam:

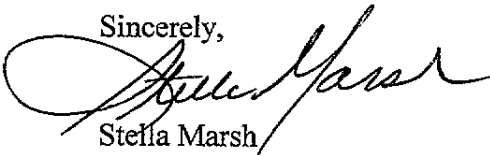
Enclosed is an original and (1) copy of the articles of incorporation for the filing of a new corporation under the name of "GREAT-WEAR APPAREL, INC." and a check in the amount of \$87.50 for the filing fee, certified copy and certificate.

Enclosed is a federal express next day envelope for you to use send our certified copy and certificate to us.

If you have any questions please contact me at 954-485-4609.

Thank you for your assistance in this matter.

Sincerely,


Stella Marsh

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 26 AM 9:50

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **GREAT-WEAR APPAREL, INC.**

ARTICLE II PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:

3131 INVERRARY BLVD. WEST
SUITE 129
LAUDERHILL, FL 33319

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 26 AM 9:50

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
1,200 Shares.

ARTICLE IV INITIAL REGISTERED AGENT and STREET ADDRESS

The name and address of the initial registered agent is:

Stella Marsh
3131 Inverrary Blvd West
Suite # 129
Lauderhill, FL 33319

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

President: Charles Baker
3131 Inverrary Blvd. West
Suite 129
Lauderhill, FL 33319

V. P., Secretary, Treasurer: Stella Marsh
3131 Inverrary Blvd West
Suite # 129
Lauderhill, FL 33319

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

22 day of April 1999.



Signature



Signature

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

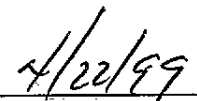
PURSUANT TO THE PROVISIONS OF SECTION 307.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **GREAT-WEAR APPAREL, INC**
2. The name and address of the registered agent and office is:

**Stella Marsh
3131 Inverrary Blvd West
Suite # 129
Lauderhill, FL 33319**

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.


(Signature)


(Date)