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April 29, 1999

Department of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

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-05/04/99--01051--011
*****78.75 *****78.75

RE: **Filing of Articles of Incorporation**
T & L FAMILY ENTERPRISES, INC.

Dear Sir/Madam:

Enclosed please our law firm's check in the sum of \$78.75 for the fee to file the above-referenced Florida corporation. We are also enclosing a copy of the Articles for conforming and returning a certified copy to us. Kindly return to the undersigned, as soon as possible, confirmation of the filing of the Articles of Incorporation, in the also-enclosed envelope.

Please call should you have any questions.

Very truly yours,

Claudia Liberman

Claudia Liberman
Legal Assistant

FILED
99 MAY -3 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/cjl
Enclosure

Dmc
5/5/99

ARTICLES OF INCORPORATION
OF
T & L FAMILY ENTERPRISES, INC.

FILED
99 MAY -3 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is
T & L FAMILY ENTERPRISES, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To own and operate a mens' apparel business.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him/her from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of

directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is Bryant T. Reader, Sr., 1935 S.W. 7th Court, Boca Raton, FL 33486. The initial registered agent of this corporation is Bryant T. Reader, Sr., with his address at 1935 S.W. 7th Court, Boca Raton, FL 33486. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

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

Bryant T. Reader, Sr.	1935 S.W. 7th Court
	Boca Raton, FL 33486

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles is:

Bryant T. Reader, Sr.
1935 S.W. 7th Court
Boca Raton, FL 33486

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 29 day of April, 1999.

Bryant T. Reader, Sr.
BRYANT T. READER, SR.

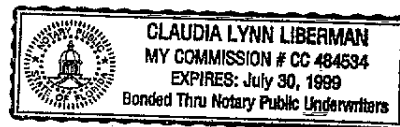
STATE OF FLORIDA)

COUNTY OF PALM BEACH)

Sworn to and subscribed before me this 29th day of April, 1999, by Bryant T.
Reader, Sr., who is personally known to me (or who has produced
_____ as identification) and who did take an oath.

(SEAL)

Claudia Lynn Liberman
Print Name: Claudia Lynn Liberman
Notary Public, State of Florida



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

FILED

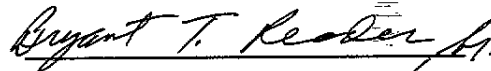
**99 MAY -3 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

First--That T & L FAMILY ENTERPRISES, INC., desiring to organize under the laws of
the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City
of Boca Raton, County of Palm Beach, State of Florida has named Bryant T. Reader, Sr., 1935
S.W. 7th Court, Boca Raton, FL 33486, its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said act relative to keeping open said office.



BRYANT T. READER, SR.

(Registered Agent)