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LAW OFFICE OF RICHARD A. DAAR  
420 Lincoln Road, Ste. 512  
Miami Beach, Florida, 33139  
Tel. No. (305) 538-7575  
Telefax: (305) 538-4676

May 14, 1999

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-05/19/99--01055--003

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida, 32301

RE: Articles of Incorporation of  
T & O CLOTHING, INC.

Dear Sir or Madam:

Enclosed please herein find an original and one (1) copy of the Articles of Incorporation of the above-named corporation, to be filed in your office, together with my check in the sum of \$78.75 representing filing fees, certified copy fees, and registered agent designation fees.

Kindly return one certified copy of the Articles directly to my attention. Thank you for the courtesies extended, I remain

Very truly yours,

Richard A. Daar

RAD/ad  
Enclosures

FILED  
99 MAY 19 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PH  
5/24/99✓

CERTIFICATE OF INCORPORATION

OF

T & O CLOTHING, INC.

\*\*\*\*\*

FILED  
99 MAY 19 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY that we, the undersigned hereby associate ourselves into a corporation pursuant to the provisions of the Laws of the State of Florida, providing for the formation of corporations for profit, for the purposes and with the powers herein mentioned, and to that end we do by this Certificate set forth:

I

The name of the Corporation is:

T & O CLOTHING, INC.

II

The general nature of the business or business to be transacted shall be:

(a). To buy, sell, exchange, import, export, or distribute, either for re-sale, wholesale or retail, clothing products and accessories of any type, kind, or form;

(b). To purchase, exchange, hire or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired or acquired.

(c). To erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control directly or through ownership of stock in any corporation any and all kinds of buildings, houses, hotels, bungalows, stores, offices, warehouses, mills, shops, factories, machinery and plants, and any and all structures and erections which may at any time be necessary, useful or advantageous in the judgment

of the Board of Directors, for the purpose of the Corporation, and which can lawfully be done.

(d). To buy, sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real property, chattels, real, and other property of the company, real and personal, and wheresoever situate, and any and all legal or equitable rights therein.

(e). To borrow money with or without pledge of or mortgage on all or any of its property, real and personal, as security, and to loan and advance money upon mortgages on personal or real property or on either of them.

(f). To buy, sell, and deal in, with or without guarantee of payment thereof, bonds and mortgages, and other like securities and other kinds of property, whether real or personal, not prohibited or specifically excepted by law, and to do and prosecute any acts or things incident to or proper in connection with the carrying on of the business of this company.

(g). To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidences of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange thereof its own stock, bonds, and other obligations.

(h). To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets or liabilities of any person, firm, association or corporation

carrying on any kind of business the same or of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of this Certificate.

(i). To do all such acts and things as are incident or conducive to the premises in which or upon which this corporation exists or conducts its business, including assuming the existence of or entering into a new or modified lease for a leasehold premises;

(j). And this Corporation shall have the power to conduct its business and all of its branches in the State of Florida, or in any other State or States or territories of the United States, or in the District of Columbia, and the dependencies of the United States or in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law, necessary to carry on the business of the said Corporation, or to promote any of the subjects or objects for which this company is formed. The foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of this Corporation, and the enjoyment thereof, as conferred by the laws of the State of Florida, under corporations organized under the provisions of the Stock Corporation Law.

### III

The maximum number of shares with no nominal or par value that this corporation is authorized to have outstanding at any time is One Hundred (100) Shares.

The total number of shares which may be issued by the Corporation is One Hundred (100) Shares, all of which shall have no nominal or par value. The Corporation will commence business with Fifty (50) Shares).

Without action by the stockholders, the shares of stock without par value may be issued by the Corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof, and any and all such shares, so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable to any further call or assessment thereon, and the holder of such shares shall not be liable for any further payment thereon.

#### IV

The amount of capital with which the Corporation will begin business is not less than Five Hundred (\$500.00) Dollars, which said amount has been paid in.

#### V

The Corporation shall have perpetual existence.

#### VI

The principal office of the Corporation is to be located at 111 E. Commercial Blvd., Lauderdale-by-the-Sea, Florida, 33308.

#### VII

The business of the Corporation shall be exercised, managed and controlled by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Director (s), subject to any limitation set forth in these Articles of Incorporation or corporate By-laws, which shall consist of not less than one (1) nor more than five (5) members.

#### VIII

The names, post office addresses and the first Board of Directors and officers who, subject to the provisions of this Certificate of Incorporation, by-laws and the Act of Legislature of the State of

Florida, whereunder the Corporation is organized, shall hold office for the first year of the Corporation's existence, or until his or their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>OFFICE</u>
TALI RAMIN	110 E. Commercial Blvd. Lauderdale-by-the-Sea, FL., 33308	D/Pres. V/Pres. Sec./Treas.

#### IX

The Corporation may, by action taken at any meeting of the Board of Directors, sell, lease or exchange all of its property and assets, including its good will and its corporate franchises or any property or assets essential to its corporate business upon such terms and conditions as its Board of Directors deem expedient when and as authorized by the affirmative vote of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power on such proposal, provided, however, that no vote or consent of stockholders shall be necessary for a transfer of assets by way of mortgage, or in trust or in pledge to secure indebtedness of the Corporation.

It is the intention that the objects, purposes and powers specified and enumerated herein, shall, except where otherwise expressed, be nowise limited or restricted by reference to or inference from the terms of any other clauses or paragraph of this Certificate of Incorporation, but that the objects, purposes and powers specified or enumerated herein and each of the clauses and paragraphs hereof shall be regarded as independent objects, purposes and powers, and the specifications and enumeration of the said objects, purposes and powers of the Corporation.

From time to time, to determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of this Corporation (other than stock book or any of them) shall be open to the inspection of stockholders; and no stockholder shall have any rights of inspection of any accounts, book or document of this Corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

If the by-laws so provide, to designate two or more of its number to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this Corporation, have and exercise any and all of the powers of the Board of Directors in the management of the business and affairs of this Corporation, and have power to authorize the seal of this Corporation to be affixed to all papers which may require it.

This Corporation may in its by-laws confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by the Statutes.

Both stockholders and directors shall have power to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation) subject to the provisions of the Statutes).

The Corporation shall have a President, who shall be a Director, a Vice-President, a Secretary and a Treasurer, and may also have one or more additional Vice-Presidents, assistant secretaries and assistant Treasurers, and such other officers, agents, and others who shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws. The

same person may hold two or more offices.

X

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

XI

The corporation elects to have preemptive rights granted unto its stockholders.

XII

The street address of the initial registered office of the corporation shall be:

c/o Richard A. Daar, Esq.  
420 Lincoln Road, Ste. 512  
Miami Beach, Florida, 33139

and the name of the initial registered agent of the corporation is:

Richard A. Daar, Esq..

XIII

The name and address of the Incorporator to these Articles of Incorporation is:

Richard A. Daar, Esq.  
420 Lincoln Road, Ste. 512  
Miami Beach, Florida, 33139.

I, the undersigned, being the original subscriber for the purpose of forming a Corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file this



Certificate, hereby declaring and certifying that the facts herein  
stated are true, and accordingly hereunto set my hand and seal this  
14 day of May, 1999.

  
Richard A. Daar, Esq., Incorporator,  
T & O CLOTHING, INC.

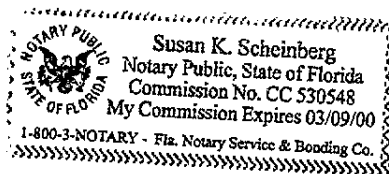
STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this 14 day of May, 1999, before me  
personally appeared RICHARD A. DAAR, Esq., to me well known to be the  
incorporator described herein, and who signed the foregoing  
Certificate of Incorporation, and who acknowledged before me that he  
signed, seal and delivered the same for the uses and purposes therein  
expressed, that he is personally known to me and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my official hand and seal  
at Miami Beach, Dade County, Florida, on the day and year first above  
written.

  
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



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

FILED

MAY 19 PM 4:10  
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 & O CLOTHING, 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 Lauderdale-by-the-Sea, State of Florida, has named RICHARD A. DAAR, Esq., whose business address is 420 Lincoln Road, Ste. 512, Miami Beach, Florida, 33139, as 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 am familiar with and hereby accept the obligations of, and to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED: 5/14/99

By:

  
Richard A. Daar, Registered  
Agent