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TRANSMITTAL LETTER

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -7 PM 12:36

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****87.50 *****87.50

SUBJECT: OUT OF MY HEAD SPORTSWEAR CO., INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$87.50, covering the Filing Fee, Certified copy and Certificate of Status.

FROM: MICHAEL J. COHEN, ESQ.
Sunset Oaks – Building 5
9210 Southwest 72nd Street, Suite 101
Miami, Florida 33173
(305) 270-3050

NOTE: Please provide the original and one copy of the Articles of Incorporation

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ARTICLES OF INCORPORATION

The Undersigned Incorporator, for the purposes of forming a corporation pursuant to Chapter 607 of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be: OUT OF MY HEAD SPORTSWEAR CO., INC.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: Post Office Box 9212, Conoga Park, California 91309-0212.

ARTICLE III – CAPITALIZATION

The aggregate number of shares that the Corporation is authorized to have outstanding at any one time is One Thousand (1000). Such shares shall be of a single class, and shall have a par value of One (\$1.00) Dollar per share.

ARTICLE IV – INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the Initial Registered Office of the Corporation is 9210 Southwest 72nd Street, Suite 101, Miami, Florida 33173, and the name of its initial Registered Agent at such address is PHILLIP J. GOLDSTEIN, P.A.

ARTICLE V – INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is: PHILLIP J. GOLDSTEIN, P.A., 9210 Southwest 72nd Street, Suite 101, Miami, Florida 33173.

ARTICLE VI - DIRECTORS

The number of directors constituting the initial Board of Directors is two (2). The name and address of each person who is to serve as a member of the initial Board of Directors is: JAY SCHWARTZ, 496 A Holyoke Lane, Lake Worth, Florida 33467; and KELLY BARTELL, 20601 Tiara Street, Woodland Hills, California 91367.

ARTICLE VII – PURPOSE OR PURPOSES

The general purposes for which the Corporation is organized are:

1. To engage in the business of retail and wholesale sales of clothing and apparel.
2. To engage in any other trade or business which can, in the opinion of the officers or directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary in order to accomplish the foregoing.

Executed by the undersigned on this 4th day of JUNE, 1999.

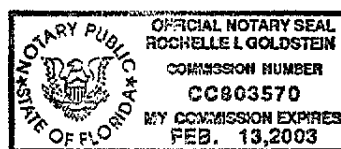

MICHAEL J. COHEN, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Michael J. Cohen
(who is personally known to me, or who has produced N/A, as Identification)
and who, being by me first duly sworn, acknowledged before me that he executed the
foregoing.

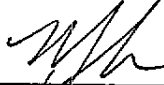
WITNESS My Hand and Official Seal in the County and State Aforementioned, this
4th day of June, 19 99.


NOTARY PUBLIC, State of Florida



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.

Dated: June 4, 1999



MICHAEL J. COHEN

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