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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

**FLORIDA PROFIT CORPORATION OR P.A.**

**ROMANES WHOLESALERS, INC.**

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ARTICLES OF INCORPORATION  
OF  
ROMANES WHOLESALERS, INC.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

I.

NAME

THE NAME OF THIS CORPORATION IS: ROMANES WHOLESALERS, INC.

II.

NATURE OF BUSINESS

THE GENERAL NATURE OF THIS BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS: APPAREL/CLOTHES.

1. TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

FURTHER, AND NOT BY WAYS OF LIMITATION OF THE PRECEDING PARAGRAPH:

2. TO MANUFACTURE, PURCHASE, OR OTHERWISE ACQUIRE, AND TO OWN, MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER, OR OTHERWISE DISPOSE OF, AND TO INVEST IN, TRADE IN, DEAL IN WITH GOODS, WARES, MERCHANDISE, REAL AND PERSONAL PROPERTY, AND SERVICES, OF EVERY CLASS, KIND, AND DESCRIPTION, EXCEPT THAT IT IS NOT CONDUCT A BANKING, SAFE DEPOSIT, TRUST, INSURANCE, SURDITY, EXPRESS, RAILROAD, CANAL, TELEGRAPH, TELEPHONE, OR CEMETERY COMPANIES, BUILDING AND LOAN ASSOCIATION, FRATERNAL BENEFIT SOCIETY, STATE FAIR OR EXPOSITION.

3. TO CONDUCT BUSINESS IN, HAVE ONE OR MORE OFFICES IN, AND BUY, HOLD, MORTGAGE, SELL OR CONVEY, LEASE OR OTHERWISE DISPOSE OF, REAL AND PERSONAL PROPERTY, INCLUDING FRANCHISE, PATENTS, COPYRIGHTS, TRADEMARKS, AND LICENSE, IN THE STATE OF FLORIDA, AND IN ALL OTHER STATES AND COUNTRIES.

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4. TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL, OR PLEDGE BONDS, DEBENTURES, AND NOTES, AND OTHER EVIDENCE OF INDEBTEDNESS, AND EXECUTE SUCH MORTGAGES, TRANSFERS OF CORPORATE PROPERTY, OR OTHER INSTRUMENTS, TO SECURE THE PAYMENT OF CORPORATION INDEBTEDNESS AS REQUIRED.

5. TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATION AND ENGAGE IN THE SAME, OR OTHER CHARACTER OF BUSINESS.

6. TO GUARANTEE, ENDORSE, PURCHASE, HOLD, SELL, TRANSFER, MORTGAGE, PLEDGE OR OTHERWISE ACQUIRE, OR DISPOSE OF THE SHARES OF CAPITAL STOCK OF, OR MAY BONDS, SECURITIES, OR OTHER EVIDENCES OF INDEBTEDNESS, CREATED BY ANY OTHER CORPORATION OF THE STATE OF FLORIDA, OR ANY OTHER STATE OF GOVERNMENT, AND WHILE OWNER OF SUCH STOCK, TO EXERCISE ALL OF THE RIGHTS, POWERS AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE SUCH STOCK.

### III.

#### CAPITAL STOCK

THE MAXIMUM NUMBER IF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: FIVE HUNDRED SHARES OF COMMON STOCK, HAVING A NOMINAL PAR. VALUE OF: ONE DOLLAR.

### IV.

#### INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS NOT LESS THAN: FIVE HUNDRED DOLLARS.

### V.

#### TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

### VI.

#### ADDRESS

THE INITIAL POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS: 100 NORTH BISCAYNE BOULEVARD SUITE 1107 MIAMI, FLORIDA 33132, THE BOARD OF DIRECTORS, MAY FROM TIME TO TIME, MOVE THE PRINCIPAL OFFICE OF THE CORPORATION TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

## VII.

DIRECTORS

THIS CORPORATION SHALL BE EXERCISED BY A BOARD OF ONE (1) OR MORE DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY NE INCREASED OR DIMINISHED, FROM TIME TO TIME, BY-LAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE (1).

## VIII.

INITIAL DIRECTORS

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:

NAMEADDRESS

ROMAN ALBERTO ALVAREZ

100 N. BISCAYNE BLVD. #1107  
MIAMI, FLORIDA 33132

ESTELA RESTREPO

100 N. BISCAYNE BLVD. #1107  
MIAMI, FLORIDA 33132

ANGELA MARIA PABON

100 N. BISCAYNE BLVD. #1107  
MIAMI, FLORIDA 33132

## VIII.

SUBSCRIBERS

THE NAMES AND ADDRESSES OF EACH SUBSCRIBER OF THE ARTICLES OF INCORPORATION, THE NUMBER OF SHARES, EACH AGREES TO TAKE AND THE VALUE OF THE CONSIDERATION ARE:

NAMEADDRESSSHARESCONSIDERATIONROMAN A. ALVAREZ 100 N.BISCAYNE BLVD.  
MIAMI, FL. 33132

200

\$200.00

ESTELA RESTREPO 100 N.BISCAYNE BLVD.  
MIAMI, FL. 33132

100

100.00

ANGELA M. PABON 100 N.BISCAYNE BLVD.  
MIAMI, FL. 33132

200

200.00

THESE ARTICLES OF INCORPORATION, MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE ADOPTED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM, TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDER'S MEETING, BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREIN, UNLESS ALL DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

SUBSCRIBERS:

  
ESTELA RESTREPO

VICE-PRESIDENT, RESIDENT AGENT

  
ANGELA MARIA PABON

TREASURER

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF DADE)

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, AN OFFICER DULY AUTHORIZED IN STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED: ESTELA RESTREPO AND ANGELA MARIA PABON, TO ME KNOWN, TO BE THE PERSONS DESCRIBED AS SUBSCRIBERS IN, AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT THEY SUBSCRIBED THE SAME.

WITNESS, BY MY HAND AND SEAL, IN THE COUNTY OF DADE, STATE OF FLORIDA, ON THIS 19TH DAY OF JULY 1999.

\_\_\_\_\_  
NOTARY PUBLIC, STATE  
OF FLORIDA, AT LARGE

MY COMMISSION EXPIRES:  
MY COMMISSION NUMBER:

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

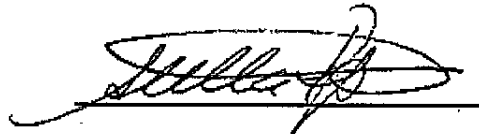
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IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST, THAT ROMANES WHOLESALERS, INC., DESIRING TO ORGANIZE  
UNDER THE LAWS OF THE STATE OF FLORIDA WITH IT'S PRINCIPAL OFFICE,  
AS INDICATED IN THE ARTICLES OF INCORPORATION, AT CITY OF MIAMI,  
COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED ESTELA RESTREPO, AT  
100 N. BISCAYNE BLVD. #1107 MIAMI, FLORIDA 33132, CITY OF MIAMI,  
COUNTY OF DADE, STATE OF FLORIDA, AT IT'S 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, WITH  
THE PROVISIONS OF SAID ACT TO KEEPING OPEN SAID OFFICE.



RESIDENT AGENT  
ESTELA RESTREPO

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