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Florida Department of State  
Division of Corporations  
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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**CHAMELEON CLOTHING, INC.**

Certificate of Status	0
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STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF

**CHAMELEON CLOTHING, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

**Chameleon Clothing, Inc.**

ARTICLE II

Nature of business

The corporation is initially organized for the general purpose of transacting any or all lawful business for which corporations may be incorporated pursuant to Chapter 607, Fla. Stat.

ARTICLE III

Shares

The maximum number of shares that the corporation is authorized to have outstanding shall be 1000 shares of common, \$1.00 par value voting stock, all of one class.

ARTICLE IV

Section 1244 Stock

The incorporator, Subscribers and Directors of the corporation intend that all stock shall be issued pursuant to Section 1244 of the Internal Revenue Code of 1954, as amended.

Harry D. Polatsek, Esq.  
2455 E. Sunrise Blvd., Ste. 1216  
Ft. Lauderdale, FL 33304  
Telephone #: 954-566-0377  
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ARTICLE V

Unissued or Treasury shares

Each shareholder of the corporation shall enjoy the preemptive right to acquire a proportionate share of any unissued or treasury shares to be sold by the corporation on the same terms as such shares would be sold to non-shareholders. The number of shares that each shareholder shall be entitled to purchase shall be determined by multiplying the number of shares of unissued or treasury stock to be sold by a fraction which has as its numerator the number of shares owned by the purchasing shareholder, and which has its denominator the total number of issued and outstanding shares of the corporation owned by all shareholders before the contemplated sale. In the event that any shareholder chooses to purchase less than all the shares to which he is entitled to purchase, the remaining shares shall first be offered to the remaining shareholders of the corporation. In the event that the calculations set out above result in a shareholder being entitled to purchase a fraction of a share, the corporation shall issue such fractional share. Unissued or treasury shares may be offered to a non-shareholder of the corporation only after all the existing shareholders have refused to purchase the shares offered.

ARTICLE VI

Initial Registered Office and Registered Agent

The Street address of the initial registered office of the corporation is 1880 Dr. Andre's Way, Delray Beach, FL 33445 and the name of the initial registered agent of the corporation is Ingrid Broderick.

ARTICLE VII

Directors

The corporation shall have one directors initially. The number of directors may be changed from time to time according to the By-Laws of the corporation, but the number shall never be more than five. The name and address of the initial director is:

Ingrid Broderick,

1880 Dr. Andre's Way  
Delray Beach, FL 33445

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ARTICLE VIII

Incorporation

The name and address of the person signing these articles of incorporation is:

Ingrid Broderick,

1880 Dr. Andre's Way  
Delray Beach, FL 33445

ARTICLE IX

Duration of corporation

The duration of the corporation shall be perpetual.

ARTICLE X

Corporation's principal office

The initial principal office of this corporation shall be:

1880 Dr. Andre's Way

Delray Beach, FL 33445

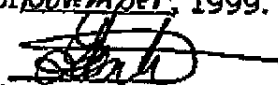
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of Chameleon Clothing, Inc. on this 2<sup>nd</sup> day of November 1999.

  
Ingrid Broderick

STATE OF FLORIDA :  
COUNTY OF BROWARD : ss.:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Ingrid Broderick of Chameleon Clothing, Inc. to me known to be the person described in and who acknowledged before me that he executed the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid on this 2<sup>nd</sup> day of November, 1999.

  
NOTARY PUBLIC  
State of Florida.



LISSETTE FONTE  
COMMISSION # CC 720297  
EXPIRES APR 6, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

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CERTIFICATE

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

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

That Chameleon 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 Delray Beach, County of Palm  
 Beach and the State of Florida, has named Ingrid Broderick, whose  
 address is detailed in Article VI, as its agent to accept service of  
 process within this State.

ACKNOWLEDGEMENT

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

✓ *U Broderick*  
 Ingrid Broderick  
 Registered Agent

October 29, 1999

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