

315500

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PERRY ELLIS INTERNATIONAL, INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**FIFTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PERRY ELLIS INTERNATIONAL, INC.
a Florida corporation**

Perry Ellis International, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

1. The name of the corporation is Perry Ellis International, Inc. The Corporation's original Articles of Incorporation (Charter 315500) were filed with the Department of State of the State of Florida on April 5, 1967.

2. The Fifth Amended and Restated Articles of Incorporation of the Corporation set forth below (a) reflect the amendment of certain provisions, which amendments were adopted and recommended to the shareholders of the Corporation by the Board of Directors of the Corporation by resolutions effective as of April 20, 2016, and approved by the shareholders of the Corporation, the number of votes cast being sufficient for approval, on June 9, 2016, in accordance with Section 607.1003 of the Florida Business Corporation Act, and (b) the restatement of the Corporation's Articles of Incorporation to reflect the foregoing amendments and to restate and integrate the provisions of the Corporation's Articles of Incorporation in its entirety, which restatement was approved by the Board of Directors of the Corporation by resolutions effective as of June 9, 2016, in accordance with Section 607.1007 of the Florida Business Corporation Act. There were no voting groups entitled to vote separately hereon.

3. These Fifth Restated Articles of Incorporation of the Corporation amend, restate and integrate the provisions of the Corporation's Articles of Incorporation in its entirety as follows:

ARTICLE I

The name of the Corporation is Perry Ellis International, Inc. (hereinafter called the "Corporation").

ARTICLE II

The current mailing address of the principal place of business of the Corporation is 3000 Northwest 107th Avenue, Miami, Florida 33172.

ARTICLE III

The aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is One Hundred Five Million (105,000,000), consisting of (i) One Hundred Million (100,000,000) shares of common stock, par value \$.01 per share (the "**Common Stock**") and (ii) Five Million (5,000,000) shares of Preferred Stock, par value \$.01 per share (the "**Preferred Stock**"). The designations and the preferences, limitations and relative rights of the Preferred Stock and the Common Stock of the Corporation are as follows:

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A. PROVISIONS RELATING TO THE COMMON STOCK

1. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of the Preferred Stock, as herein provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

2. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise.

3. If the Corporation shall in any manner split, subdivide or combine the outstanding shares of the Common Stock, then the outstanding shares of the Common Stock shall be proportionately split, subdivided or combined in the same manner and on the same basis as the outstanding shares of the class that has been split, subdivided or combined.

4. Upon liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of Common Stock.

B. PROVISIONS RELATING TO PREFERRED STOCK

1. The Preferred Stock may be issued from time to time, in one or more classes or series, the shares of each class or series to have such designations, powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time, in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance, conversion and redemption of any such Preferred Stock, and, with respect to each class or series of Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, special or conditional, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

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(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the periodic amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock or other property of the Corporation, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable, on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

C. GENERAL PROVISIONS

1. Except as may be provided by the resolutions of the Board of Directors authorizing the issuance of *any class or series* of Preferred Stock, as hereinabove provided, cumulative voting by any shareholder is hereby expressly denied.

2. No shareholder of this Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of this Corporation now or hereafter authorized, and any other equity securities, or any notes, debentures, warrants, bonds or other

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securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder.

ARTICLE IV

Except as otherwise required by law, the Corporation shall not be required to hold a special meeting of shareholders of the Corporation unless (in addition to any other requirements of law) (i) requested in writing by the holders of not less than 50 percent of all the votes entitled to be cast on any issue proposed or to be considered at the proposed special meeting; (ii) called by the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors; or (iii) called by the Chairman of the board or President of the Corporation or the Corporation's Chief Executive Officer.

ARTICLE V

A. NUMBER OF DIRECTORS. The number of directors constituting the Corporation's Board of Directors shall not be less than three (3) nor more than fifteen (15), and the exact number of Directors shall be fixed from time to time in the manner provided in the Bylaws of the Corporation.

B. TERM OF OFFICE. The Board of Directors shall be divided into three classes, designated as Class I, Class II and Class III. The number of directors in each class shall be determined by the Board of Directors and shall consist of as nearly equal a number of directors as practicable. The term of the Class I directors initially shall expire at the first annual meeting of shareholders ensuing after the 1998 Annual Meeting of Shareholders; the term of Class II directors initially shall expire at the second Annual Meeting of Shareholders ensuing after the 1998 Annual Meeting of Shareholders; and the term of Class III directors initially shall expire at the third Annual Meeting of Stockholders ensuing after the 1998 Annual Meeting of Shareholders. In the case of each class, the directors shall serve until their respective successors are duly elected and qualified. At each Annual Meeting of Shareholders, directors of the respective class whose term expires shall be elected, and the directors chosen to succeed those whose terms shall have expired shall be elected to hold office for a term to expire at the third ensuing Annual Meeting of Stockholders after their election, and until their respective successors are elected and qualified; provided, however, that at each annual election of directors commencing at the 2017 Annual Meeting of Shareholders, the successors to the class of directors whose term expires at that time shall be elected to hold office for a term of one year. Commencing with the 2019 Annual Meeting of Shareholders, the division of the Board of Directors into three classes shall terminate and all directors shall be of one class elected annually.

C. VACANCIES. A director may resign at any time by giving written notice to the Corporation, the Board of Directors or the Chairman of the Board of Directors. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date, in which event the Board of Directors may fill the pending vacancy before the effective date if they provide that the successor does not take office until the effective date. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the size of the

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Board of Directors shall be filled by the affirmative vote of a majority of the current directors though less than a quorum of the Board of Directors, or may be filled by an election at an annual or special meeting of the shareholders called for that purpose, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, or until the next election of one or more directors by shareholders if the vacancy is caused by an increase in the number of directors.

ARTICLE VI

Directors of the Corporation shall not be personally liable for monetary damages to the Corporation to the fullest extent permitted by Florida law.

ARTICLE VII

This Corporation may insure and shall indemnify and shall advance expenses on behalf of its officers and directors and any persons serving at the request of the Corporation as an officer, director, member, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE VIII

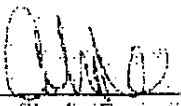
The Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE IX

No action required or permitted to be taken by this Corporation's shareholders may be taken by written consent except as may be provided in the designation of the preferences, limitations and relative rights of any series of this Corporation's Preferred Stock or unless all of the Common Shares are held of record by a single shareholder. Any action required or permitted to be taken by the holders of this Corporation's Common Shares must be effected at a duly called annual or special meeting of such holders, and may not be effected by any consent in writing by such holders, unless all of the Common Shares are held of record by a single shareholder.

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to laws of the State of Florida, has executed these Fifth Amended and Restated Articles of Incorporation as of July 1, 2016.

PERRY ELLIS INTERNATIONAL, INC.

By: 

Cory Shade, Executive Vice President,
General Counsel and Secretary

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Certificate

I hereby certify that the amendment and restatement of the Articles of Incorporation of Perry Ellis International, Inc. (the "Corporation") was adopted by the Board of Directors of the Corporation by resolution dated as of June 9, 2016 and by the shareholders of the Corporation on June 9, 2016.

By: 

Cory Shade, Executive Vice President,
General Counsel and Secretary

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