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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000
FROM: TAMPA CORPORATE SERVICES, INC. D/B/A CORPORA ACCT#: 105404002242
CONTACT: JULIO C EXQUIVEL
PHONE: (813)977-5203 FAX #: (813)632-2797

NAME: GENTLEMEN'S FINE ATTIRE, INC.
AUDIT NUMBER.....H97000003724
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..1 PAGES..... 4
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 4, 1997

GENTLEMEN'S FINE ATTIRE, INC.
P O BOX 7145
ST PETERSBURG, FL 33734

SUBJECT: GENTLEMEN'S FINE ATTIRE, INC.
REF: P97000001013

*Please re-file. Sorry for
Inconvenience.*

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H97000003724
Letter Number: 297A00011057

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation have been duly adopted by the Board of Directors of the corporation named below. Each amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation amend the Articles of Incorporation in their entirety, except for the name and address of the original incorporator, and were adopted on March 4, 1997.

Article I. Name

The name of this Florida corporation is:
Gentlemen's Fine Attire, Inc.

Article II. Address

The principal place of business of the Corporation is:
Gentlemen's Fine Attire, Inc.
5136 Queen Street North
St. Petersburg FL 33734

The mailing address of the Corporation is:
P.O. Box 7145
St. Petersburg, Florida 33734

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Rodney Carl Cohen

Corporate Creations
15210 Amberly Drive, Suite 328
Tampa FL 33647
(813) 977-5203

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The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Article V. Capital Stock

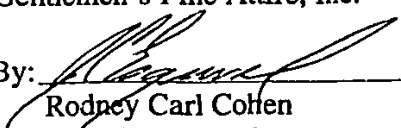
The Corporation shall have the authority to issue 5,000 shares of common stock, par value \$.01 per share.

Article VI. Corporate Existence

The corporate existence of the Corporation shall begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on March 4, 1997

Gentlemen's Fine Attire, Inc.

By: 
Rodney Carl Cohen
Julio C. Esquivel as attorney-in-fact

Corporate Creations
15210 Amberly Drive, Suite 328
Tampa FL 33647
(813) 977-5203

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Gentlemen's Fine Attire, Inc.

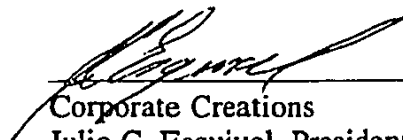
REGISTERED AGENT/OFFICE:

Corporate Creations

15210 Amberly Drive • Suite 328

Tampa FL 33647

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Corporate Creations
Julio C. Esquivel, President

Date: March 4, 1997

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15210 Amberly Drive, Suite 328
Tampa FL 33647
(813) 977-5203

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