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LAW OFFICES
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 A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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MAILING ADDRESS
 P.O. BOX 4628
 WEST PALM BEACH, FL 33402-4628

August 13, 1998

Via Federal Express

Florida Department of State
 Division of Corporations
 409 E. Gaines Street
 Tallahassee, Florida 32399

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 -08/18/98--01049--005
 *****87.50 *****87.50

**Re: McLeod Apparel Group, Inc.
 Finlayson International, Ltd.**

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for McLeod Apparel Group, Inc. and Certificate of Limited Partnership and Affidavit of Capital Contribution for Finlayson International, Ltd.

Also enclosed please find our checks in the amounts of \$70.00 for the corporate filing and \$87.50 for the limited partnership filing.

Kindly file same and return the file-stamped copies to me via **Federal Express**, using our firm's account number (0334-0910-9).

Please do not hesitate to contact me should you have any questions (561-820-0359). Thank you for your cooperation and assistance.

A98-1955

Name	[Signature]
Availability	[Signature]
Document Examiner	[Signature]
Updater	[Signature]
Updater Verifier	[Signature]
Acknowledgement	[Signature]
W. P. Verifier	[Signature]

Very truly yours,

Susan L. Priess

Susan L. Priess, CLA
 Certified Legal Assistant

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 AUG 18 AM 10:10

Enclosures

CERTIFICATE OF LIMITED PARTNERSHIP OF FINLAYSON INTERNATIONAL, LTD.

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.108 of the Florida Statutes, hereby stat() the following:

1. The name of the partnership is: Finlayson International, Ltd.
2. The location of the principal place of business of the partnership is: 11682-A U.S. Highway One, North Palm Beach, Florida 33408.
3. The name and location of the registered agent is as follows: E. Scott Nunley, Esquire, 515 North Flagler Drive, Suite 1700, West Palm Beach, Florida 33401.
4. The names and business addresses of the General Partner is set forth below:

McLeod Apparel Group, Inc.
11682-A U.S. Highway One
North Palm Beach, Florida 33408.
998-71387
5. The mailing address of the Partnership is:

11682-A U.S. Highway One
North Palm Beach, Florida 33408.
6. The latest date upon which the Partnership shall dissolve is August 12, 2028.
7. The effective date of this Certificate of Limited Partnership shall be the date of filing with the Florida Department of State.
8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partner.

The execution of this certificate by the undersigned general partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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DIVISION OF CORPORATIONS
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IN WITNESS WHEREOF, this certificate of Limited Partnership has been executed by the general partner of Finlayson International, Ltd. this 12th day of August, 1998.

GENERAL PARTNER:

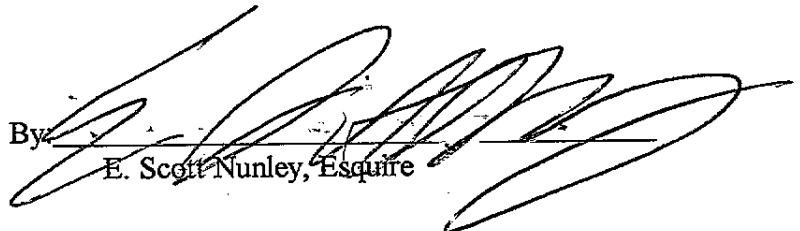
McLEOD APPAREL GROUP, INC.

By: 
Daniel M. Finlayson, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Finlayson International, Ltd., a Florida Limited Partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

By: 
E. Scott Nunley, Esquire

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIPS

The undersigned constituting all of the general partners of Finlayson International, Ltd., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$7,500.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.00.

Signed this 12th day of August, 1998.

FURTHER AFFLIANT SAYETH NOT.

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER:

MCLEOD APPAREL GROUP, INC.

By: 

Daniel M. Finlayson, President

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