



FOI000006041

ACCOUNT NO. : 072100000032

REFERENCE : 401451 7291496

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 12, 2001

ORDER TIME : 11:03 AM

ORDER NO. : 401451-015

CUSTOMER NO: 7291496

CUSTOMER: Mr. Stephen Fuerst
Eagle Clothing Group, Inc.
6000 Sheila Street

Los Angeles, CA 90042

FOREIGN FILINGS

NAME: GRUPO XTRA APPAREL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young -- EXT# 1112

EXAMINER: _____

FILED
01 NOV 21 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 NOV 21 AM 11:35
DIVISION OF CORPORATION

300004691303-11
-11/21/01-01042-019
*****87.50 *****87.50

BK

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. Grupo Xtea Apparel, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New York 3. 11-3590782
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/18/01 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 4/6/01
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 463 7th Avenue, 4th Floor, New York, NY 10018
(Principal office address)
- Same
(Current mailing address)

8. Garment Outlet Store
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

Jacqueline N. Casper
(Registered agent's signature)

Jacqueline N. Casper, Asst. Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MARK Stern, CEO
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

OFFICER/DIRECTOR RIDER

Officers:

Mark Stern – CEO – 100% owner – 463 7th Avenue, 4th Floor, New York, NY 10018

Directors:

Mark Stern – President – 463 7th Avenue, 4th Floor, New York, NY 10018

John La Manna – V.P. – 6000 Sheila Street, Commerce, CA 90040

Harry Ganapathy – Secretary - 463 7th Avenue, 4th Floor, New York, NY 10018

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TALLAHASSEE FLORIDA

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of GRUPO XTRA APPAREL, INC. was filed on 01/18/2001, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 19th day of November
two thousand and one.*

Special Deputy Secretary of State

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DEPARTMENT OF STATE
ALBANY, FLORIDA