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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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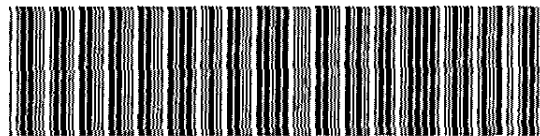
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*Handwritten signature*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 895758 4322606  
AUTHORIZATION : *Patricia Piguet*  
COST LIMIT : \$ 70.00

ORDER DATE : September 21, 2004

ORDER TIME : 12:12 PM

ORDER NO. : 895758-015

CUSTOMER NO: 4322606

CUSTOMER: Patricia A Hunzeker  
Otten, Johnson, Robinson,  
Suite 1600  
950 Seventeenth Street  
Denver, CO 80202

FOREIGN FILINGS

NAME: PG-USA SPORTSWEAR, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: \_\_\_\_\_

**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.

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

1. PG-USA Sportswear, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. state of Colorado

(State or country under the law of which it is incorporated)

3. 56-2419717

(FEI number, if applicable)

4. October 23, 2003

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification to do business

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 550 South Wadsworth Boulevard, Suite 200, Lakewood, Colorado 80226

(Principal office address)

550 South Wadsworth Boulevard, Suite 200, Lakewood, Colorado 80226

(Current mailing address)

8. Any lawful activity, including manufacture and sale of men's and women's apparel

(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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

By: [Signature]

(Registered agent's signature)

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.

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

**A. DIRECTORS**

Chairman: Nancy Haley

Address: 550 South Wadsworth Boulevard, Suite 200

Lakewood, CO 80226

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Nancy Haley

Address: 550 South Wadsworth Boulevard, Suite 200

Lakewood, CO 80226

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Robert A. Shell

Address: 550 South Wadsworth Boulevard, Suite 200

Lakewood, CO 80226

Vice President: David R. Legge

Address: 550 South Wadsworth Boulevard, Suite 200

Lakewood, CO 80226

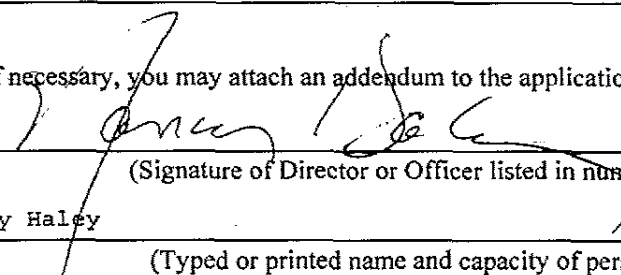
Secretary: David R. Legge

Address: 550 South Wadsworth Boulevard, Suite 200, Lakewood, CO 80226

Treasurer: David R. Legge

Address: 550 South Wadsworth Boulevard, Suite 200, Lakewood, CO 80226

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

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. Nancy Haley  
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

OFFICE OF THE SECRETARY OF STATE  
OF THE STATE OF COLORADO

**CERTIFICATE**

I, Donetta Davidson, as the Secretary of State of the State of Colorado, hereby certify that,  
according to the records of this office,

PG-USA SPORTSWEAR, INC.

is a  
Corporation

formed or registered on 10/23/2003 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20031335317 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 07/27/2004 that have been posted, and by documents delivered to this office electronically through 09/21/2004 @ 12:33:32 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 09/21/2004 @ 12:33:32 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 6053721 .



*Donetta Davidson*

Secretary of State of the State of Colorado

\*\*\*\*\*End of Certificate\*\*\*\*\*

*Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/bi/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."*