

F94000004688

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PROFESSIONAL CORPORATION

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March 30, 2001

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2 ALSO MEMBER OF ILLINOIS BAR
3 ALSO MEMBER OF NORTH CAROLINA BAR
4 ALSO MEMBER OF CONNECTICUT BAR
5 ALSO MEMBER OF NEW YORK BAR
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7 ALSO MEMBER OF MARYLAND BAR
8 ALSO MEMBER OF DISTRICT OF COLUMBIA BAR

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Florida Secretary of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/03/01--01060--006
*****43.75 *****43.75

RE: Beachhouse Swimwear, Inc. - F94000004688

Dear Sir/Madam:

Enclosed for processing are the following items:

1. Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida re change of corporate name
2. Certified Copy of Restated Articles of Incorporation which, in part, changes the name of the Corporation to "**The Beach House Swimwear, Inc.**"
3. Our check in the amount of \$43.75 to cover the following fees:
Filing Fee: \$35.00
Certified Copy Fee: \$ 8.75

Please return the Certified Copy of the Amendment to the undersigned. A return envelope has been provided for your convenience. If you have any questions, please call the undersigned at 1-800-883-7620.

Thank you for your assistance in this matter.

Very truly yours,

SEYBURN, KAHN, GINN,
BESS AND SERLIN, P.C.

Sharon A. Gibbons
Corporate Legal Assistant

FILED
01 APR -3 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C
Enclosures

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
01 APR -3 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Beachhouse Swimwear, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Michigan
3. Date authorized to do business in Florida: 9/12/94

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

March 29, 2001

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

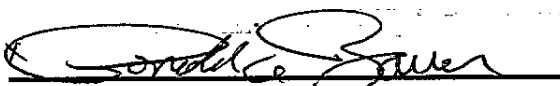
The Beach House Swimwear, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A



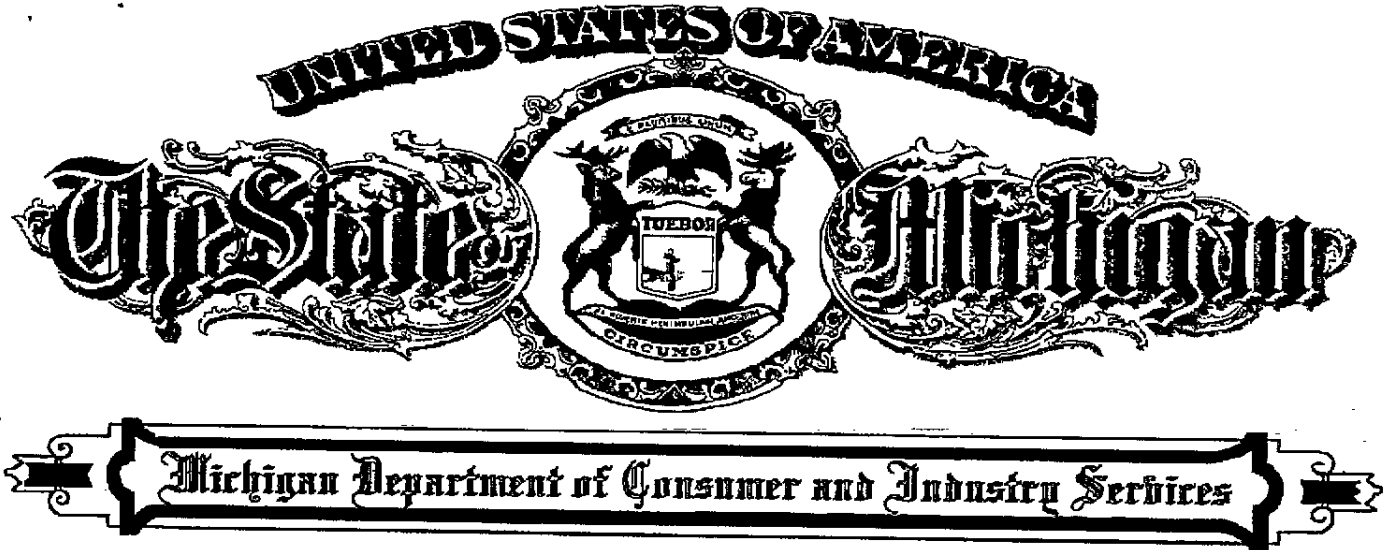
Signature

Name and Title

Donald A. Bauer, President

3/26/01

Date



Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 30th day of March, 2001

Andrew L. Mett, Director
Bureau of Commercial Services

Sent by Facsimile Transmission
568725

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the RESTATED ARTICLES OF INCORPORATION - PROFIT

for

THE BEACH HOUSE SWIMWEAR, INC.

ID NUMBER: 392496

received by facsimile transmission on March 29, 2001 is hereby endorsed

Filed on March 29, 2001 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 29th day of March, 2001.



, Director

Bureau of Commercial Services



Mar-29-01 12:09pm From-SEYBURN, KAHN, GINN

+248-353-4463

T-914 P.02/06 F-299

C&I 510 (Rev 10/00)

**MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
BUREAU OF COMMERCIAL SERVICES**

Date Received

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

Sharon A. Gibbons - Seyburn, Kahn, Ginn et al

Address

Suite 1500, 2000 Town Center

City

State

Zip Code

Southfield, MI 48075-1195

EFFECTIVE DATE

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.**RESTATED ARTICLES OF INCORPORATION****For use by Domestic Profit Corporations**

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

1. The present name of the corporation is:

Beachhouse Swimwear, Inc

2. The identification number assigned by the Bureau is:

392-496

3. All former names of the corporation are

Nu Tronix, Inc.

4. The date of filing the original Articles of Incorporation was:
- December 8, 1987

*The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:***ARTICLE I**

The name of the corporation is:

The Beach House Swimwear, Inc.

ARTICLE II

The purpose or purposes for which the corporation is formed are:

To engage in any activity within the purposes for which corporations may be organized under the Business Corporation Act of Michigan

Mar-29-01 12:09pm From:SEYBURN, KAHN, GINN

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T-914 P.03/06 F-299

ARTICLE III

The total authorized shares:

1. Common Shares 50,000 \$1.00 Par Value Preferred Shares _____

A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows.

See Attached Rider**ARTICLE IV**

1 The address of the registered office is:

Suite 1500, 2000 Town Center, Southfield, Michigan 48075-1195
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above is:

_____ Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)3. The name of the resident agent is: Dale R. Campbell**ARTICLE V (Optional. Delete if not applicable.)**

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

ARTICLE VI (Optional. Delete if not applicable.)

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

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ARTICLE VII (Additional provisions, if any, may be inserted here; attach additional pages if needed.)**See Attached Rider****5 COMPLETE SECTION (a) IF THE RESTATED ARTICLES WERE ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS; OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.**

- a. ☐ These Restated Articles of Incorporation were duly adopted on the _____ day of _____, _____, in accordance with the provisions of Section 642 of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors.

Signed this _____ day of _____, _____

(Signatures of Incorporators, Type or Print Name Under Each Signature)

- b. ☒ These Restated Articles of Incorporation were duly adopted on the _____ day of _____, 2001, in accordance with the provisions of Section 642 of the Act and: (check one of the following)

☐ were duly adopted by the Board of Directors without a vote of the shareholders. These Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

☐ were duly adopted by the shareholders. The necessary number of shares as required by statute were voted in favor of these Restated Articles.

☐ were duly adopted by the written consent of the shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) of the Act. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders is permitted only if such provision appears in the Articles of Incorporation.)

☒ were duly adopted by the written consent of all the shareholders entitled to vote in accordance with Section 407(2) of the Act.

Signed this 26th day of MARCH, 2001By ☒ 
(Signature of an authorized officer or agent)Donald A. Bauer, President
(Type or Print Name)

Mar-29-01 12:10pm From:SEYBURN, KAHN, GINN

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RIDER TO RESTATED ARTICLES OF INCORPORATION**Article III:**

A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

Any Shareholder desiring to sell any of the shares of the Corporation shall first offer said shares to the Corporation and other Shareholders in the following manner:

- (a) Such Shareholder shall give written notice by registered mail to the President of the Corporation of his intention to sell such shares. Said notice shall specify the number of shares to be sold, the price per share, and the terms upon which the sale is to be made. The Corporation shall have twenty (20) days from the receipt of such notice in which to exercise its option to purchase all or any full number of shares so offered. Such purchase may be authorized by the Board of Directors without any action of the Shareholders of the Corporation.
- (b) In the event that the Corporation should fail to purchase all of such shares within the said twenty (20) day period, the President of the Corporation shall, within five (5) days thereafter, give written notice to each of the other Shareholders of record stating the number of shares offered for sale but not purchased by the Corporation, the price per share and the terms upon which the sale is being made. Such notice shall be sent by mail, addressed to each Shareholder at his last address as it appears on the books of the Corporation. Within thirty (30) days after the mailing of said notice, any Shareholder desiring to purchase part or all of such shares shall deliver by mail or otherwise to the Secretary of the Corporation a written offer for the number of shares desired by him accompanied by the purchase price therefor with authorization to pay such purchase price against delivery of such shares.
- (c) If the Shareholders offer to purchase more than the total number of shares available for purchase by them, then the Shareholder offering to purchase shall be entitled to purchase such proportion of such shares as the number of shares of the Corporation which he holds bears to the total number of shares held by all Shareholders offering to purchase. In the event that the proportion of such shares to which any Shareholder should be entitled to purchase is more than the number of shares he desires to purchase, each remaining Shareholder desiring to purchase additional shares shall be entitled to purchase such proportion of the over-plus as the number of shares which he holds bears to the total number of shares held by the Shareholders desiring to participate.
- (d) If none or only a part of the shares offered for sale is purchased by the Corporation or Shareholders, or both, then the Shareholder who offered the same for sale shall thereafter have the right to sell said shares not so purchased to such person or persons as he desires; provided, however, that he shall not sell such shares at a lower price or on terms more favorable than those specified in the written notice he gave to the Corporation.
- (e) Any sale of the shares of the Corporation shall be null and void unless the provisions of this Article are strictly observed and followed.

Article VII:

No Director of this Corporation shall be personally liable to the Corporation or its Shareholders for money damages for any action taken, or any failure to take any action, as a Director; provided, however, that the foregoing shall not eliminate or limit the liability of a Director for any of the following:

- (a) The amount of a financial benefit received by the Director to which he or she is not entitled;
- (b) An intentional infliction of harm on the Corporation or the Shareholders;
- (c) Any violation of Section 551 of the Michigan Business Corporation Act; or
- (d) An intentional criminal act.

The Directors of the Corporation shall be entitled to indemnification to the full extent permitted under the Michigan Business Corporation Act.