

F 9500000058

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Island T-Shirt Limited
(Name of corporation - must include suffix)

Dear Sir or Madam:

W94-26605

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Angelica Espizua
(Name of Person)

(Firm/Company)
418 N. 36th Ave.
(Address)
Hollywood, Fla. 33020
(City, State and Zip Code)

100001352121
-12/14/94--01020--005
****122.50 ****122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 4 PM 2:11

Should you need to call someone concerning this matter, please call:

Angelica Espizua at (305) 923-8274
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

62/14

LAW OFFICES
ROMANIK LAVIN HUSS & PAOLI
1901 HARRISON STREET
HOLLYWOOD, FLORIDA 33020

JOSEPH J. HUSS
RICHARD A. IVERSON
ANITA PAOLI KOTLER
ANDREW T. LAVIN
AUGUST C. PAOLI
DAVID B. ROMANIK
CLAUDIA JO WILLIS

* ALSO ADMITTED IN NY & CT

PLEASE REPLY TO:
POST OFFICE BOX 1040
HOLLYWOOD, FLORIDA 33020
TELEPHONE (305) 922-4850
TELEFAX (305) 926-2150

December 12, 1994
File 1287-1

BY FEDERAL EXPRESS

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: ISLAND T-SHIRT LIMITED

Gentlemen:

Enclosed please find the following:

1. Transmittal Letter.
2. Application by Foreign Corporation for Authorization to Transact Business in Florida.
3. Certificate of Good Standing.
4. Our check payable to Florida Department of State for the sum of \$122.50.

Please furnish us with a certified copy of Registration of Foreign Corporation.

Sincerely,

ROMANIK LAVIN HUSS & PAOLI

A. C. Paoli

ACP:tmp

Enclosure

Islandst.ltr



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 14, 1994

ANGELICA ESPIZUA
418 N. 36TH AVENUE
HOLLYWOOD, FL 33020

SUBJECT: ISLAND T-SHIRT LIMITED
Ref. Number: W94000026605

We have received your document for ISLAND T-SHIRT LIMITED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Number 6 of the application must be completed. If the corporation has not transacted business or conducted its affairs in Florida because it has not received confirmation from this office, please insert the words "upon qualification" in lieu of a date.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 894A00053022

LAW OFFICES
ROMANIK LAVIN HUSS & PAOLI
1901 HARRISON STREET
HOLLYWOOD, FLORIDA 33020

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CLAUDIA JO WILLIS

* ALSO ADMITTED IN NY & CT

PLEASE REPLY TO:
POST OFFICE BOX 1040
HOLLYWOOD, FLORIDA 33022
TELEPHONE (305) 928-4156
TELEFAX (305) 925-2886

BY FEDERAL EXPRESS
January 3, 1995
File: 1287-1

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, Fla. 32399

RE: ISLAND T-SHIRT LIMITED

Gentlemen:

Enclosed find duplicate Application For Foreign Corporation For
Authorization To Transact Business In Florida.

On December 12, 1994, we sent you application together with other
documents and payment.

Enclosed is a copy of our said letter.

Pursuant to a telephone call which I made to your office, I was
informed that the application was returned. Unfortunately, it
was sent to an address given to you incorrectly.

Enclosed find a copy of the application that was resigned and
trust that same will satisfy your requirements.

If there is anything further you need, please feel free to
contact the undersigned.

Thank you for your cooperation and consideration.

Respectfully yours,

A.C. Paoli

ACP:ds
Encl.

misc\qual.ltr

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. Island T-Shirt Limited, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or word 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. Bahamas 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 11, 1984 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. as soon as qualified
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. Angelica Espizua
418 N. 26th Ave., Hollywood, Fla. 33020
(Current mailing address)

8. Import and Export
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Angelica Espizua
418 N. 26th Ave.
Office Address: Hollywood, Fla., Florida, 33020
(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.

Angelica Espizua
Angelica Espizua
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: James Edward Cates

Address: Bay Street & East Street
P.O. Box SS 6327
Nassau, Bahamas

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: James Edward Cates

Address: Bay Street & East Street
P.O. Box SS 6327
Nassau, Bahamas

Vice President: _____

Address: _____

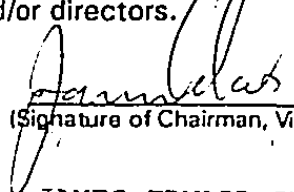
Secretary: _____

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. JAMES EDWARD CATES
(Typed or printed name and capacity of person signing application)

SECRET
DIVISION OF INTELLIGENCE
11-2 11-4 PM 2-11

NEW PROVIDENCE

Actg. Registrar General

16th Nov 1994

I, Marita Mercedes Knowles of the Island of New Providence aforesaid, Secretary, make oath and say that I was present and saw Hugh Campbell Cleare III and Mabel Louise Smith as Vice-President and Assistant Secretary, respectively, of McKinney Nominees Limited, Hugh Campbell Cleare III and Mabel Louise Smith as Vice-President and Assistant Secretary, respectively, of Bancroft Nominees Company Limited, Hugh Campbell Cleare III and Mabel Louise Smith as Vice-President and Assistant Secretary, respectively, of Hughes Company Limited, Hugh Campbell Cleare III and Mabel Louise Smith as Vice-President and Assistant Secretary, respectively, of Bethel Nominees Limited and Hugh Campbell Cleare III and Mabel Louise Smith as Vice-President and Assistant Secretary, respectively, of East Street Nominees Limited all of the said Island of New Providence sign and deliver the annexed Memorandum of Association of ISLAND T-SHIRTS LIMITED dated the 9th day of January, 1984 for the purposes therein mentioned; and that I subscribed my name as the witness to the due execution thereof.

Sworn at Nassau, New)
Providence aforesaid)
this 9th day of) M. M. KNOWLES (sgd.)
January, 1984)

BEFORE ME,

C. R. E. ADDERLEY (sgd.)

NOTARY PUBLIC

(SEAL)

The Companies Act
Company Limited by Shares

MEMORANDUM OF ASSOCIATION
OF
ISLAND T-SHIRTS LIMITED

1. The name of the Company is ISLAND T-SHIRTS
LIMITED.

2. The Registered Office of the Company will be situate
in the Island of New Providence, one of the Islands of the
Commonwealth of the Bahamas.

3. The objects for which the Company is established
are:-

- (1) To establish and carry on business and to
act as merchants, traders, commission agents,
ship and insurance brokers, shipowners, carriers,
transport agents, shipping agents, contractors,
warehousemen, storekeepers, marine and general
importers and exporters, or in any other capacity
in the Bahamas or in any other part of the world
and to import, export, buy sell either for cash
or on credit, barter, exchange, pledge, make
advances upon or otherwise deal in goods, wares,
articles, products, produce, substances, commo-
dities, equipment and merchandise of all des-
criptions whether processed or manufactured
or not; and to carry on any branch of agri-

cultural, manufacturing, engineering, mining or quarrying or mercantile business or any other business which may seem to the Company capable of being conveniently carried on in connection with any of the foregoing.

- (2) To manufacture, buy, sell and generally deal in, any plant, machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects.
- (3) To purchase, build, hire, charter or otherwise own, hold, use and dispose of steam, motor and other ships and vessels, aircraft, motor vehicles and other forms of transportation and their stores and appurtenances.
- (4) To apply for, purchase or otherwise acquire any trade marks or any patents, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right of any kind which may appear to be necessary or convenient for the business of the Company, and to purchase or otherwise acquire any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated, directly or indirectly, to benefit this Company, and to use, exercise, develop, protect, prolong, renew

grant licences in respect of, sell or otherwise turn to account the trade marks, patents, rights or information so acquired.

- (5) To establish, purchase, acquire, rent, build, construct, equip, improve, work, develop, administer, maintain, manage or control any roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, factories, warehouses, electric works, offices, ships, stores, depots and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, working, development, administration, maintenance, management or control thereof.
- (6) To sell or otherwise dispose of the undertaking of this Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (7) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, company or corporation carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.

- (8) To promote any company or corporation for the purpose of acquiring all or any of the property of this Company or advancing, directly or indirectly, the objects or interests thereof, and to take or otherwise acquire and hold shares, debentures or securities of any such company or corporation, and to guarantee the payment of any debentures or securities issued by such company or corporation.
- (9) To enter into any arrangement with any governments or authorities (supreme, state, provincial, municipal, local or otherwise) or any corporation, companies or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (10) To enter into partnership or any arrangement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concession or otherwise with any person, company or corporation carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage

in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire and hold shares, debentures or securities of any such company or corporation.

- (11) To borrow, raise or secure the payment of money in such a manner and upon such terms as the Company shall think fit and for that purpose or for any other purpose to grant, create, issue, make and give any mortgage or charges or any debentures or debenture stock charged or not charged upon the undertaking or all or any part of the property and assets of the Company both present and future, including its unpaid capital for the time being whether the same shall have been called up or not, and to issue or to deposit with any person lending money to the Company any debentures or debenture stock by way of security, collateral or otherwise and to purchase, redeem or pay off any such securities.
- (12) To draw, make, accept, endorse, discount and negotiate cheques, bills of exchange, promissory notes, government securities and other negotiable instruments.
- (13) To sell, improve, manage, develop, lease, mortgage, pledge, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.

- (14) To purchase, take on lease or in exchange, hire or otherwise acquire any property, either real or personal, immovable or movable, either in the Bahamas or any other part of the world, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business for the time being, and in particular any land, buildings, easements, machinery, plant and stock-in-trade.
- (15) To invest moneys of the Company in and subscribe for, take, acquire, and hold shares, stock debentures or securities of any other company or corporation whatsoever and wheresoever, and to invest moneys of the Company on any other securities and in any other manner, including the purchase of any book or other debts.
- (16) To lend money to such persons and on such terms as may be expedient, and in particular to customers of or any other persons having dealings with the Company, and to guarantee the performance of contracts by members of or persons having dealings with the Company.
- (17) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares of the Company's capital, or any debentures, debenture stock or other securities of the Company, or in or about the formation or

promotion of the Company or the conduct of its business.

- (18) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees and officers and ex-officers (including Directors and ex-Directors) of the Company or the dependants, or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
- (19) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (20) To distribute among the shareholders of the Company "in specie" or in kind any of the property of the Company, and in particular any shares, debentures or securities in other companies belonging to the Company or which the Company may have power to dispose of.
- (21) To draw, accept, endorse, negotiate, purchase, lend money upon, hold and dispose of promissory notes, bills of exchange, banker's drafts, warrants, bills of lading, or any token of

produce or merchandise, whether foreign or inland, or mortgages, bonds, debentures, shares (except shares of the Company), or other securities.

- (22) To procure for the Company incorporation, or constitution of a like nature or registration in any foreign country or in any Member State of the Commonwealth of Nations or any Colony or Dependency thereof.
- (23) To apply for and acquire such concession and acts of legislature in any foreign country or Member State of the Commonwealth of Nations or any Colony or Dependency thereof as may be advantageous for carrying out the objects of the Company.
- (24) To do all or any of the above things in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise, and to do all such other things as are incidental or as the Company may think conducive to the attainment of the above objects or any of them.
- (25) The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any

other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

AND, it is hereby declared that in the construction of this clause the word "company" shall (except when used with reference to this Company), be deemed to include any person or partnership or other body of persons whether incorporated or not incorporated, and wheresoever domiciled, and words denoting the singular number only shall include the plural number and vice versa. None of the sub-clauses of this clause or of the objects therein specified, or the powers thereby conferred, shall be deemed subsidiary or auxiliary merely to the objects mentioned in any other sub-clause of the clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world.

4. The liability of the members is limited.

5. The capital of the Company is Five thousand (5,000) dollars divided into Five thousand (5,000) ordinary shares of the par value of One (1) dollar each, with power to divide the shares in the capital for the time being, whether original or increased into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions, whether as to voting or otherwise.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
1. MCKINNEY NOMINEES LIMITED	TWO
H. CAMPBELL CLEARE III(sgd.) MABEL L. SMITH(sgd.)	
Vice- Assistant President Secretary	
50 Shirley Street Nassau Bahamas	
Company	
2. BANCROFT NOMINEES COMPANY LIMITED	ONE
H. CAMPBELL CLEARE III (sgd.) MABEL L. SMITH (sgd.)	
Vice- Assistant President Secretary	
50 Shirley Street Nassau Bahamas	
Company	
3. HUGHES COMPANY LIMITED	ONE
H. CAMPBELL CLEARE III(sgd.) MABEL L. SMITH (sgd.)	
Vice- Assistant President Secretary	
50 Shirley Street Nassau Bahamas	
Company	
4. BETHEL NOMINEES LIMITED	ONE
H. CAMPBELL CLEARE III (sgd.) MABEL L. SMITH (sgd.)	
Vice- Assistant President Secretary	
50 Shirley Street Nassau Bahamas	
Company	

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
5. EAST STREET NOMINEES LIMITED H. CAMPBELL CLEARE III (sgd.) MABEL L. SMITH (sgd.) Vice- Assistant President Secretary 50 Shirley Street Nassau Bahamas Company	ONE
Total number of shares taken	SIX

AS WITNESS our hands this 9th day of January 1984.

Witness to the above signatures:

M. M. KNOWLES (sgd.)

COMMONWEALTH OF THE BAHAMAS

Registrar General's Department

I certify the above is a true copy of the
original document.

Actg Deputy
16th Nov 1994 Registrar General

COMMONWEALTH OF THE BAHAMAS
New Providence.

Dated the 9th day of January 1984

MEMORANDUM OF ASSOCIATION

OF

ISLAND T-SHIRTS LIMITED

McKinney, Bancroft & Hughes
Attorneys-at-Law
Chambers,
50 Shirley Street,
Nassau, Bahamas.