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SC networks

PROVIDE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 700000 . 104054A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 16, 1995

ORDER TIME : 11:57 AM

ORDER NO. : 700000

CUSTOMER NO: 104054A

CUSTOMER: Gary Wagner, Esq
Gary Wagner, Esq
200 Garth Road

Scarsdale, NY 10583

9000001613168
-10/17/95-01102-003
****122.50 ****122.50

FOREIGN FILINGS

NAME: STW, INC.

XX PROFIT
NON-PROFIT

CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

95 NOV -2 12 22

October 17, 1995

CSC NETWORKS

SUBJECT: STW, INC.
Ref. Number: W95000020734

We have received your document for STW, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

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 DOCUMENT 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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 795A00046872

CERTIFIED COPY OF RESOLUTION
CORPORATION ADOPTING ASSUMED NAME FOR USE
IN THE STATE OF FLORIDA

I, the undersigned, Martin L. Wagner do hereby certify that the following is a true, complete and correct copy of a certain resolution of the Board of Directors of STW, Inc., a corporation duly organized and existing under the laws of the State of Delaware, which resolution was duly adopted at a duly called meeting of the said Board, held on October 30, 1995, a quorum being present, and is set forth in the minutes of the said meeting; and that the said resolution has not been rescinded or modified:

"Resolved that STW, Inc., organized and existing in the State of Delaware, hereby adopts the name STW Apparel, Inc. for use in the State of Florida for all purposes; and further resolved that the officers of the corporation are authorized and directed to take all steps that they deem necessary and appropriate to qualify the corporation to do business within the State of Florida under the name of STW Apparel, Inc.; and resolved further that all activities and business of the corporation within the State of Florida shall be carried out under the name STW Apparel, Inc."

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 30th day of October, 1995.



Vice President

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

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

1. STW, 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. DELAWARE
(State or country under the law of which it is incorporated)
3. APPLIED FOR
(FEI number, if applicable)
4. 9/5/95
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 9/5/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 18690 N.W. 67th AVENUE
MIAMI, FL 33015
(Current mailing address)
8. ANY LAWFUL PURPOSE
(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: CORPORATION SERVICE COMPANY
Office Address: 1201 HAYS STREET
TALLAHASSEE, 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.

Carol V. DePree
(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: LEONARD TRENT

Address: 731 TALAVERA ROAD
FT LAUDERDALE, FL

Vice Chairman: PERRY SAN

Address: 1468 GARDEN ROAD
FT LAUDERDALE, FL

Director: MARTIN WAGNER

Address: 592 CARRINGTON LANE
FT LAUDERDALE, FL

Director: _____

Address: _____

B. OFFICERS

President: LEONARD TRENT

Address: 731 TALAVERA ROAD
FT LAUDERDALE, FL

TREASURER & Vice President: PERRY SAN

Address: 1468 GARDEN ROAD
FT LAUDERDALE, FL

V P & Secretary: MARTIN WAGNER

Address: 592 CARRINGTON LANE
FT LAUDERDALE, FL

Treasurer: _____

Address: _____

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

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

14. MARTIN WAGNER - Vice President
(Typed or printed name and capacity of person signing application)

Edward T. Friel, Secretary of State

At the end of the year,

1041