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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Ahern Apparel, Inc. d/b/a Michaela New England
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

Robert B. Gregory, Esq.
(Name of Person)

(Firm/Company)

P.O. Box 760

(Address)

Damariscotta, Maine 04543

(City/State/Zip)

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*****70.00 *****70.00

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

Robert Gregory

(Name of Person)

at (207) 563-8104

(Area Code & Daytime Telephone Number)

PLEASE FORWARD A LETTER OF ACKNOWLEDGEMENT TO THE ABOVE ADDRESS. THANK YOU.

COURIER ADDRESS:

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

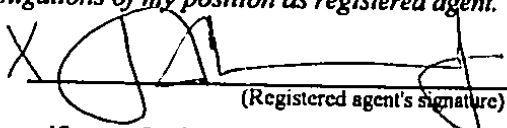
MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
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**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. Ahern 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. Maine
(State or country under the law of which it is incorporated)
3. 01-0417888
(FBI number, if applicable)
4. June 30, 1986
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. November 15, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 104 US Highway One
Nobleboro, Maine 04555-9501
(Current mailing address)
8. Wholesale/Retail Clothing Manufacturer
(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: (P.O. Box or Mail Drop Box acceptable)**
Name: Joseph Ahern
Office Address: 12801 West Sunrise Blvd.
Sunrise, Florida, 33323
(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.

(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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Kathleen Ahern Shattuck

Address: 104 US Highway One
Nobleboro, Maine 04555-9501

Director: John G. Shattuck

Address: 104 US Highway One
Nobleboro, Maine 04555-9501

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Kathleen Ahern Shattuck

Address: 104 US Highway One
Nobleboro, Maine 04555-9501

Vice President: John G. Shattuck

Address: 104 US Highway One
Nobleboro, Maine 04555-9501

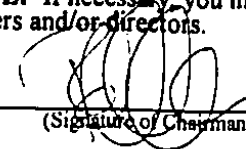
Secretary: Robert B. Gregory

Address: Water Street
Damariscotta, Maine 04543

Treasurer: Kathleen Ahern Shattuck

Address: 104 US Highway One, Nobleboro, Maine 04555-9501

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. Robert B. Gregory, Secretary
(Typed or printed name and capacity of person signing application)

State of Maine



Department of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the records of organization, amendment, and dissolution of corporations and annual reports filed by the same.

I further certify that **AHERN APPAREL, INC.** is a duly organized corporation under the laws of the State of Maine and that the date of incorporation is 06/30/1986.

I further certify that a Statement of Intention to do Business Under an Assumed Name of **COMMON SENSE DESIGNS** was filed on 12/10/1992 and a Statement of Intention to do Business Under an Assumed Name of **MICHAELA NEW ENGLAND** was filed 04/24/1995.

I further certify that said corporation has filed annual reports due to this Department, and that no action is now pending by or on behalf of the State of Maine to forfeit the charter and that according to the records in the Department of the Secretary of State, said corporation is a legally existing corporation in good standing under the laws of the State of Maine at the present time.

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In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed, given under my hand at Augusta, November 7, 1995.



Bill Diamond

BILL DIAMOND
Secretary of State