

Document Number Only
F98000003424

C T Corporation System.
Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301
City State Zip Phone

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CORPORATION(S) NAME

Savane International Corp.

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TALLAHASSEE, FLORIDA

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> Photo Copies |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Certified Copy | <input checked="" type="checkbox"/> (3) X CUS |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem |
| <input type="checkbox"/> Certified Copy | <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait |
| <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Mail Out | <input type="checkbox"/> After 4:30 |
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DIV OF CORPORATION

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. Savane International Corp.

(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. Texas

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

3. 74-1061146

(FEI number, if applicable)

4. June 6, 1947

(Date of incorporation)

5. Perpetual

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

6. June 10, 1998

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. P. O. Box 13800, El Paso, Texas 79913-1433

(Current mailing address)

8. Manufacture and distribute clothing.

(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Connie Bryan

(Registered agent's signature) (Officer)

CONNIE BRYAN

SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13. Russell M. Gibson
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Russell G. Gibson, Senior Vice President
(Typed or printed name and capacity of person signing application)

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**ATTACHMENT
TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA
FOR
SAVANE INTERNATIONAL CORP.**

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

A. DIRECTORS

Chairman: William W. Compton
Address: 4902 W. Waters Avenue
Tampa, Florida 33634-1302

Director: Jesus Alvarez-Morodo
Address: 4902 W. Waters Avenue
Tampa, Florida 33634-1302

Director: Leslie Gillock
Address: 4902 W. Waters Avenue
Tampa, Florida 33634-1302

Director: Michael Kagan
Address: 4902 W. Waters Avenue
Tampa, Florida 33634-1302

Director: Donald H. Livingstone
Address: 4902 W. Waters Avenue
Tampa, Florida 33634-1302

Director: Leon Reinhart
Address: 4902 W. Waters Avenue
Tampa, Florida 33634-1302

Director: Eloy S. Vallina
Address: 4902 W. Waters Avenue
Tampa, Florida 33634-1302

B. OFFICERS

President: Richard J. Domino
Address: 4902 W. Waters Avenue
Tampa, Florida 33634-1302

Vice President: N. Larry McPherson
Address: 4902 W. Waters Avenue
Tampa, Florida 33634-1302

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Vice President: Michael Kagan
Address: 4902 W. Waters Avenue
Tampa, Florida 33634-1302

Vice President: Gilbert Martinez
Address: 4171 N. Mesa, Bldg. D, Suite 500
E. Paso, Texas 79902-1433

Vice President: Russell G. Gibson
Address: 4171 N. Mesa, Bldg. D, Suite 500
E. Paso, Texas 79902-1433

Vice President: Gary J. Kernaghan
Address: 4171 N. Mesa, Bldg. D, Suite 500
E. Paso, Texas 79902-1433

Vice President: Jackie L. Boatman
Address: 4171 N. Mesa, Bldg. D, Suite 500
E. Paso, Texas 79902-1433

Vice President: Polly Vaughn
Address: 4171 N. Mesa, Bldg. D, Suite 500
E. Paso, Texas 79902-1433

Secretary: Karen S. Castillo
Address: 4171 N. Mesa, Bldg. D, Suite 500
E. Paso, Texas 79902-1433

Treasurer: Michael Kagan
Address: 4902 W. Waters Avenue
Tampa, Florida 33634-1302

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The State of Texas

SECRETARY OF STATE

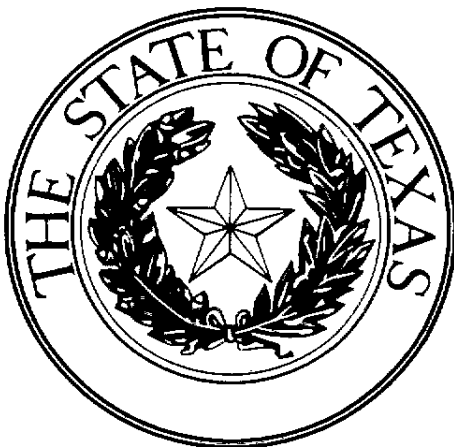
IT IS HEREBY CERTIFIED that
Articles of Incorporation of

SAVANE INTERNATIONAL CORP.
File No. 91429-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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TALLAHASSEE FLORIDA

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on June 12, 1998.*



Alberto R. Gonzales
Secretary of State

PH