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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:

| 0 | TATE OF TEORISTS |
|--------------|--|
| 1. | JBI Appare1, 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. | Massachusetts (State or country under the law of which it is incorporated) 3. 04-3464807 (FEI number, if applicable) |
| 4. | April 27, 1999 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual") |
| 6. | Upon Oualification (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.)) |
| 7. | 555 Turnpike Street, Canton, Massachusetts 02021 |
| | (Current mailing address) |
| 8 | To engage in the business of buying and selling clothing and apparel and to conduct one or more retail businesses (Purpose(s) of corporation authorized in home state or country to be carried out in the state of |
| | Florida) |
| 9 | Name: C T Corporation System Name: C T Corporation System 1200 South Pine |
| | Name: C T Corporation System |
| | Office Address: Island Road C/O C T Corporation System, 1200 South Pine Office Address: Island Road |
| | Plantation , Florida, 33324 CZip Code) |
| H d fi | 0. Registered agent acceptance: laving been named as registered agent and to accept service of process for the above stated corporation at the place estimated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I wither 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 |
| | my Britelia. |
| | (Registered agent's signature) (Officer) |

- 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 | | |
|----|-----------|-------------------------------|-----------------|
| | Chairma | n: | |
| | Address: | | |
| | | | |
| | Vice Cha | irman: | , . |
| | Address: | | |
| | | | · |
| | Director: | Alan I. Weinstein | . ee - 252 - 10 |
| | Address: | 555 Turnpike Street | |
| | | Canton, Massachusetts 02021 | |
| | Director: | Philip G. Rosenberg | *** |
| | Address: | 555 Turnpike Street | |
| | | Canton Maggachugotto 02021 | , |
| B. | OFFICERS | See attached list of officers | |
| | President | See attached list of officers | |
| | Address: | | |
| | | | |
| | Vice Pres | ident: | |
| | Address: | | |
| | | | |
| | Secretary | | • |
| | | | |
| | 1 | | |

| . Treasurer: _ | |
|---|--|
| Address: | |
| NOTE: If necessary, you and/or directors. | may attach an addendum to the application listing additional officers |
| 13. My A | her f |
| (Signaturé of Chairmai application) | n, Vice Chairman, or any officer listed in number 12 of the Executive |
| 14. Philip G. Rosenberg. | Vice President and capacity of person signing application) |

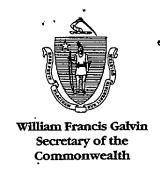
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Appendix to Florida Application by Fgn. Corp. for Authorization to Transact Business in Florida

Officers of JBI Apparel, Inc.

- Alan I. Weinstein, President, CEO
 555 Turnpike Street
 Canton, Massachusetts 02021
- Philip G. Rosenberg, Treasurer, Executive Vice President, CFO 555 Turnpike Street Canton, Massachusetts 02021
- 3. Elizabeth C. White, Clerk (Secretary), Senior VP, Corporate Controller 555 Turnpike Street Canton, Massachusetts 02021





The Commonwealth of Massachusetts

Secretary of the Commonwealth State House, Boston, Massachusetts 02133

May 24, 1999

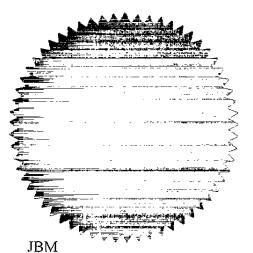
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

JBI APPAREL, INC.

is a domestic corporation organized on **April 27**, 1999, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

ellian Travin Galein

Secretary of the Commonwealth

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.