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▲ Certified Mediator—Bankruptcy,
Circuit and Federal Courts

January 22, 2001

BY FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Ocean Apparel Warehousing, L.L.C.

Dear Sir or Madam:

Enclosed are the Articles of Organization for the above-referenced limited liability company together with a Certificate Designating Registered Agent and Office. We enclose a check in the amount of \$155.00, which represents the following fees for the entity:

Fee for Filing Articles of Organization	\$100.00
Fee for Filing Certificate Designating Registered Agent	25.00
Fee for certified copy of Articles of Organization	<u>30.00</u>
TOTAL:	<u>\$155.00</u>

Pursuant to Section 608.409(1), Florida Statutes (2000), this company commenced business as of January 19, 2001, at 12:01 a.m. I understand that you will file the enclosed Articles within five (5) business days of that date in compliance with that statute.

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01 JAN 23 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JC

Secretary of State
January 22, 2001
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Thank you for your assistance in this matter. Should you have any questions or need further information, please give me a call.

Sincerely,

John B. Neukamm

Enclosures

cc: Thomas Gross
Executive Vice President
Ocean Apparel, Inc. (w/encl.)
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SECRETARY OF STATE

ARTICLES OF ORGANIZATION
OF
OCEAN APPAREL WAREHOUSING, L.L.C.

The undersigned hereby executes these Articles of Organization for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I
Name

The name of the limited liability company shall be Ocean Apparel Warehousing, L.L.C

ARTICLE II
Addresses

The principal office address and mailing address for the limited liability company shall be 4921 South Lois Avenue, Tampa, Florida 33611.

ARTICLE III
Duration

The limited liability company shall have perpetual existence, commencing on January 19, 2001, at 12:01 a.m.

ARTICLE IV
Purpose

The general purpose of this limited liability company shall be to transact any and all lawful business for which limited liability companies may be organized under Florida law.

ARTICLE V
Management

This limited liability company shall be managed by its manager. The name and address of its manager is:

Ocean Apparel Inc.
c/o Thomas Gross, Executive Vice President
4921 South Lois Avenue
Tampa, Florida 33611

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01 JAN 23 PM 5:00
SECRETARY OF STATE
TAMPA, FLORIDA

ARTICLE VI
Registered Office and Agent

The street address of the initial registered office of the limited liability company shall be 100 North Tampa Street, Suite 1900, Tampa, Florida 33602, and the name of its initial registered agent at such address shall be Charles F. Ketchey, Jr.

ARTICLE VII
Admission of Additional Members

Additional members may be admitted and existing members may transfer their interests to other members subject to compliance with the terms of the Operating Agreement of this limited liability company, and only upon obtaining the unanimous written consent of the non-transferring members, which consent may be given or withheld at the sole discretion of such non-transferring members.

ARTICLE VIII
Continuity of Business

Subject to the terms of the Operating Agreement of this limited liability company, upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, this limited liability company shall be dissolved unless all of the remaining members consent, in writing, to continue the business of the limited liability company. Upon the occurrence of a terminating event, the member or the member's personal representative or successor shall provide notice of such occurrence to the remaining members of the limited liability company as soon as possible, but, in any event, within sixty (60) days after the occurrence of such event. Within thirty (30) days after receipt of such notice, the remaining members of the limited liability company shall vote on whether the business of this limited liability company shall be continued.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 15th day of January, 2001.

OCEAN APPAREL INC.

By: _____

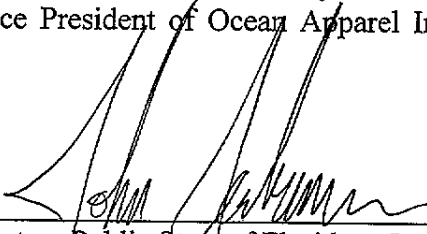
Thomas Gross, Executive Vice-President

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01 JAN 2001
9M 5:00
SECRETARY OF STATE
TAMPA, FLORIDA

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 15th day of January, 2001, by Thomas Gross, in his capacity as Executive Vice President of Ocean Apparel Inc., a Florida corporation. He is personally known to me.





Notary Public State of Florida at Large

Notary's Printed Name

My Commission Expires: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

In compliance with the provisions of Sections 608.415 and 608.507, Florida Statutes, the following is submitted:

That Ocean Apparel Warehousing, L.L.C, desiring to organize under the laws of the State of Florida, has named Charles F. Ketchey, Jr., 100 North Tampa Street, Suite 1900, Tampa, Florida 33602, as its agent to accept service of process within the State of Florida.

DATED as of the 19th day of January, 2001.

OCEAN APPAREL INC., Manager

By: 

Thomas Gross, Executive Vice-President

ACCEPTANCE

Having been named to accept service of process for the above named limited liability company at the place designated in this certificate, I hereby agree to act in this capacity, and I further acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

DATED as of the 19th day of January, 2001.


Charles F. Ketchey, Jr.

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01 JAN 23 PM 5:00
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TAMPA, FLORIDA