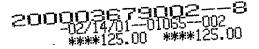


UZZI AMPHIBIOUS GEAR.

2333 STIRLING ROAD FT. LAUDERDALE, FL. 33312 TELEPHONE: (954) 966-1304. FAX (954) 961-4362

February 12, 2001

MJH



Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: Application by Foreign Limited Liability Company For Authorization

To Whom It May Concern:

Please except this Application in respect of being able to transact business in the State of Florida.

Enclosed you will find the application, certificate of good standing (issued by the State of Delaware) and a check in the amount of \$125.00.

If you shall need any further documents please contact me at the number listed above.

Sincerely,

Jacky Heby Member OI FEB IL AMIO: II

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA: Wear, LLC
(Name of foreign limited liability company) STATE OF DELAWARE (Jurisdiction under the law of which foreign limited liability company is organized) 5. PERPETUAL

(Duration: Year limited liability company will cease to exist or "perpetual") 4. DECEMBER 11, 2000 PATED OPENNING DATE FEBRUARY 36, 20 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) STIRLING ROAD FL 33312 (Street address of principal office) 8. If limited liability company is a manager-managed company, check here 9. The name and usual business addresses of the managing members or managers are as follows: AMOS CHESS-2343 STIRLING ROAD FORT LAUDERDALE, FL 3331A AMBER BROOKMAN - 2343 STIRLING ROAD FORT LAUDERDALE, FL 3331Q DAVIN STEADMAN- 2343 STIRLING ROAD FORT LAUDERDAUE, FL 33312 JACKY HEBY-2343 STIRLING ROAD FORT LAUDERDAGE, FL 33312 10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.) 11. Nature of business or purposes to be conducted or promoted in Florida: RETAIL - APPAREL Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

JACKY HOBY

Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:	
UZZI WEAR, LLC	_
2. The name and the Florida street address of the registered agent and office are:	
CT CORPORATION SYSTEM (Name)	
1200 S. PINE ISLAND ROAD Florida street address (P.O. Box NOT ACCEPTABLE)	
PLANTATION, FL 333 DU City/State/Zip	

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

\$ 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

State of Delaware

PAGE 1

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UZZI WEAR, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

Harriet Smith Windson, Secretary of State

AUTHENTICATION: 0961999

DATE: 02-08-01

3328134 8300

010063928