

M06000000 2024

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

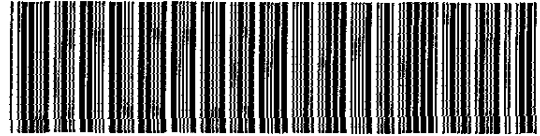
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04/11/06--01002--003 \*\*160.00

2006 APR 10 PM 4: 00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

06 APR 10 PM 2: 39  
DIVISION OF CORPORATION  
RECEIVED

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 04/10/2006

REF. #: 000150.50485

CORP. NAME: TAMPA DC HOLDINGS, LLC

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2006 APR 10 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION        | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                    | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input checked="" type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                    | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION      |   |  |
| <input type="checkbox"/> OTHER:                           |   |  |

STATE FEES PREPAID WITH CHECK# 516719 FOR \$ 160.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |  |   |
|--|--|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input checked="" type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |  |   |

Examiner's Initials

**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:**

1. The name of the limited liability company is TAMPA DC HOLDINGS, LLC ("Company").
2. Jurisdiction under the law of which the Company is organized is Delaware.
3. The FEI number is applied for.
4. Date of organization is March 16, 2006.
5. Duration is perpetual.
6. Date first transacted business in Florida: Upon filing of this registration of foreign limited liability company.
7. The street address of the Company's principal office is c/o Perry Ellis International, 3000 NW 107<sup>th</sup> Avenue, Miami, Florida 33172.
8. The Company is a member-managed company.
9. The business address of the sole member is 3000 NW 107<sup>th</sup> Avenue, Miami, Florida 33172. The name of sole member is Perry Ellis International, Inc., a Florida corporation.
10. *Attached is an original certificate of existence, no more than ninety (90) days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which the Company is organized.*
11. Nature of business or purposes to be conducted or promoted in Florida: the transaction of any lawful business.

**TAMPA DC HOLDINGS, LLC, a  
Delaware limited liability company**

By: 

Print Name: Rosamary Truonka

Title: VP / Finance

**FILED**  
2006 APR 10 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

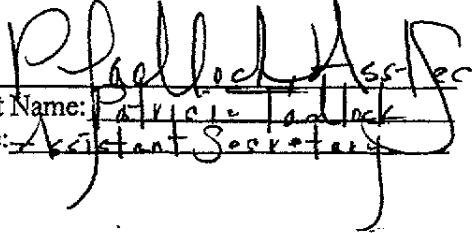
*PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.*

1. The name of the limited liability company is **TAMPA DC HOLDINGS, LLC**
2. The name and Florida street address of the registered agent and office are:

CorpDirect Agents, Inc.  
515 East Park Avenue  
Tallahassee, Florida 32301

*Having been named as registered agent and to accept service of process for the above named limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.*

CORPDIRECT AGENTS, INC.

By:   
Print Name: Patricia T. Lock  
Title: Assistant Secretary

# Delaware

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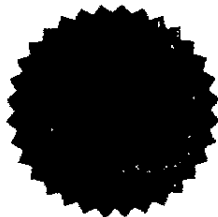
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TAMPA DC HOLDINGS, 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 TENTH DAY OF APRIL, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TAMPA DC HOLDINGS, LLC" WAS FORMED ON THE SIXTEENTH DAY OF MARCH, A.D. 2006.

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

4127634 8300  
060332745



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4655193

DATE: 04-10-06