

M97000000725

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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FILING

Foreign LLC

1.) Menswear, LLC
(CORPORATE NAME & DOCUMENT #)

500002342705--2
-11/10/97--01076--010
*****197.50 *****197.50

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

500002342705--2
-11/10/97--01076--008
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6.) _____
(CORPORATE NAME & DOCUMENT #)

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-11/10/97--01076--009
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7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

G. TAX _____
FILING 285.50
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 373.00
N. BANK 37.50

BALANCE DUE _____
REFUND _____
500002342705--2
-11/10/97--01076--011
*****35.00 *****35.00

SPECIAL INSTRUCTIONS

3/2 10/31/97

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97 OCT 31 PM 12:55
TALLAHASSEE FLORIDA
SECRETARY OF STATE

"When you need ACCESS to the world"

CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!



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97 NOV -4 AM 9:26

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham, Secretary of State
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

October 31, 1997

CORPORATE ACCESS

TALLAHASSEE, FL

SUBJECT: MENSWEAR, LLC
Ref. Number: W97000024810

Corrected

11/4/97

97 NOV -4 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

We have received your document for MENSWEAR, LLC and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by the managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

On line 1, please list the company's ACTUAL NAME as "MENSWEAR, LLC" just as it appears on the California certificate. Please disregard the suffix instruction in Item 1 on your form. It has been changed.

ALSO, PLEASE note that the \$337.50 you sent pays for the filing fee and one certified copy of the documents. If you don't need the certified copy, please return your documents with a total of only \$285.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

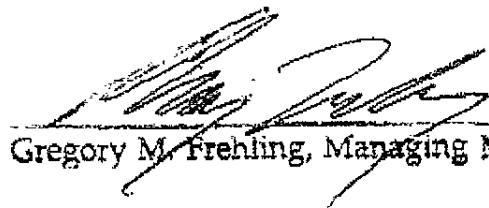
Buck Kohr
Corporate Specialist

Letter Number: 897A00052911

STATEMENT OF RESOLUTION
MENSWEAR, LLC,
a California limited liability company

It is hereby resolved by the members of Menswear, LLC, a California limited liability company, that Menswear, LLC, apply to qualify to do business in the State of Florida under the name NOVA MENSWEAR, LLC.

Dated this 31st day of October, 1997.



Gregory M. Frehling, Managing Member

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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.

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TALLAHASSEE, FLORIDA

1. MENSWEAR, LLC DBA IN FL. AS NOVA MENSWEAR,
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.)
2. California
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. October 17, 1997
(Date of Organization)
5. 2047
(Duration: Year limited liability company will cease to exist or "perpetual")
6. November 15, 1997
(Date first transacted business in Florida. (See section 608.501, 608.502, and 817.115, F.S.))
7. 201 S. Santa Fe Ave., Suite 104
Los Angeles, CA 90012
(Street address of principal office)
8. List name, title and business address of each managing member [MGMR] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

Name and Address

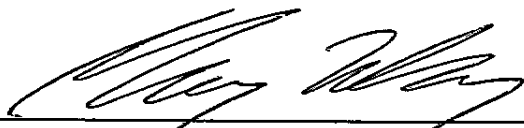
Title

Gregory M. Frehling
201 S. Santa Fe Ave., Suite 104
Los Angeles, California 90012

[MGMR]

Anthony Melillo
617 Ridgeley Avenue
Suite 103
Los Angeles, CA 90036

[MGMR]



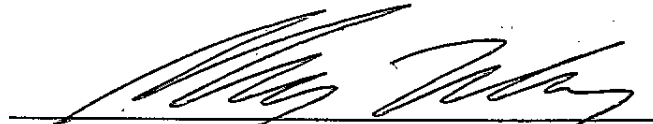
Gregory M. Frehling, Member

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**
(§FL:370)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned member or authorized representative of a member of MENSWEAR, LLC, deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$40,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$40,000. This total includes amounts from 2 and 3 above.



Gregory M. Frehling, Member

(In accordance with Section 608.108(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Menswear, LLC

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TALLAHASSEE FLORIDA

2. The name and address of the registered agent and office is:

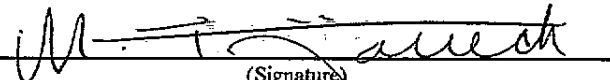
C T CORPORATION SYSTEM
(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)

Plantation, Florida 33324
(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.

C T CORPORATION SYSTEM


(Signature)
M. T. Fitzpatrick, Assistant Secretary

October 16, 1997
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS CALIFORNIA LIMITED LIABILITY COMPANY

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TALLAHASSEE FLORIDA

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 17th *day of* October, 19 97

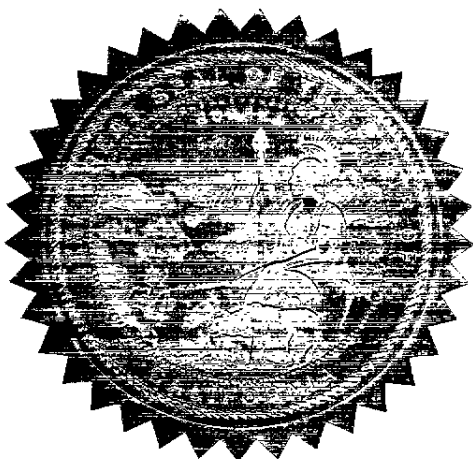
MENSWEAR, LLC

became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.



IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
30th day of October, 1997

Bill Jones
BILL JONES
Secretary of State