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ONE SOUTHEAST THIRD AVENUE

MIAMI, FLORIDA 33131

December 13, 2001

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-12/14/01--01057--008  
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VIA FEDERAL EXPRESS

Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Attention: Articles of Incorporation Filing

*Re: Nautica USA, Inc.  
Our File No. 0320.04*

FILED  
2001 DEC 14 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Dear Sir or Madam:

Enclosed for filing you will please find an original Articles of Incorporation and our check in the amount of \$87.50 for the filing fee.

Also enclosed is a self-addressed Federal Express airbill and envelope. Please furnish our office with a copy and a certificate for our files. Thank you very much.

Sincerely,

  
Curtis Carlson

CC:rmf  
Enclosures

12/17/01

FILED

ARTICLES OF INCORPORATION

OF

NAUTICA USA, INC.

2001 DEC 14 PM 12:49

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned incorporator, hereby make, subscribe and acknowledge, and file with the Department of State of the State of Florida these Article of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name and principal address of this corporation shall be:

NAUTICA USA, INC.  
Suite E-17  
6135 NW 167 Street  
Miami, Florida 33015

ARTICLE II

Existence, Purposes, and Directors

1. This corporation shall have perpetual existence. Its existence shall commence at the time and date of filing these articles of incorporation with the Secretary of State of Florida.

2. The general purpose or purposes for which this corporation is organized is to carry on any business and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the General Corporation Act of the State of Florida, and any amendments thereto, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

3. There shall be a Board of Directors for this

corporation which shall consist of not less than one (1) and not more than fifteen (15) members, the number of the same to be fixed by the shareholders or by the corporate by-laws. A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders. The shareholders of this corporation may remove any director from office at any time with or without cause.

### ARTICLE III

#### Capital Stock

1. The aggregate number of shares which this corporation shall have authority to issue is 1,000 and such shares are to consist of one class only, namely Common Stock, and the par value of each of the shares shall be \$1.00;

2. Each share of Common Stock shall entitle the holder thereof to one vote on each matter to be voted on at any meeting of shareholders;

3. In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election;

4. All or any part of the Common Stock may be issued for such consideration, whether in cash, in property, or in labor or service at a fair valuation not less than the par value of the shares issued therefor, as shall be fixed by the Board of

Directors. All stock when issued shall be paid for and shall be non-assessable;

5. No shareholder of this corporation shall have any preemptive and preferential rights.

#### ARTICLE IV

##### Registered Office and Agent

The initial registered office of this corporation shall be Suite 1200, One Southeast Third Avenue, Miami, Florida 33131, and the name of its initial registered agent at such address shall be Curtis Carlson.

#### ARTICLE V

##### Initial Board of Directors

The initial Board of Directors shall consist of:

Franco Rossi, Sr.

Debra Young

Franco Rossi, Jr.

#### ARTICLE VI

##### Incorporators

The name and address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
Curtis Carlson	One S.E. Third Avenue, Suite 1200 Miami, FL 33131

#### ARTICLE VII

##### By-Laws

The power to adopt, alter, amend, or repeal the by-laws of this corporation, or to adopt new by-laws, shall be vested in

the Board of Directors of this corporation; provided, however that any by-laws or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by the vote of the shareholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the shareholders.

ARTICLE VIII

Amendment of Articles of Incorporation

The corporation reserves the rights to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

INCORPORATOR:





CURTIS CARLSON

STATE OF FLORIDA                     )  
   ) ss.  
COUNTY OF MIAMI-DADE         )

BEFORE ME, the undersigned authority, on this 13 day of December, 2001, personally appeared Curtis Carlson, to me well known and known to me to be the person described in and who signed the foregoing Articles of Incorporation and he acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

 Rosa Leanos  
Notary Public, State of Florida



My Commission Expires:

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as Registered Agent for the above-stated Corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of law in relation thereto.



Curtis Carlson  
One Southeast Third Avenue  
Suite 1200  
Miami, FL 33131

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