

CORPORATION INFORMATION  
SERVANTS, INC.  
1201 BAY STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0193 FAX

800-342-8086

**P95000012804**

**csc networks**

**RUSH WILL WAIT**

MAIL TO:  
P.O. BOX 5028  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 543547 141709A

AUTHORIZATION :

*Patricia Pizette*

COST LIMIT : \$ 70.00

ORDER DATE : February 15, 1995

ORDER TIME : 9:58 AM

500001406925

ORDER NO. : 543547

CUSTOMER NO: 141709A

CUSTOMER: Noah Klarish, Esq.  
FOOTE & KLARISH

General Motors Bldg., sixth Fl  
767 Fifth Avenue  
New York, NY 10153

DOMESTIC FILING

*P95000012804*

NAME: COLE SAWGRASS, INC.

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

*2-15-95*  
*CI*

RECEIVED  
95 FEB 15 11:13  
TALLAHASSEE, FL 32301

FILED  
95 FEB 15 11:35  
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION  
OF  
COLE SAWGRASS, INC.

FILED  
95 FEB 15 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Cole Sawgrass, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is c/o Kenneth Cole Productions, Inc., 85 Metro Way, Secaucus, New Jersey 07094.

The mailing address, wherever located, of the corporation is c/o Kenneth Cole Productions, Inc., 85 Metro Way, Secaucus, New Jersey 07094.

THIRD: The number of shares that the corporation is authorized to issue is Two Hundred (\$200), all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Information Services, Inc., 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Information Services, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH

The name and the address of the incorporator are

NAME

Noah Klarish

ADDRESS

Foot & Klarish, P.C.  
767 Fifth Avenue, 6th Floor  
New York, New York 10153

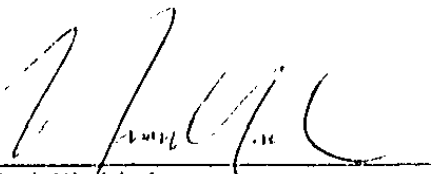
SIXTH No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any right or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of share of any class of the corporation or for the purchase of any shares, bonds, securities, or obligation of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder

SEVENTH The purposes for which the corporation is organized shall be to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH The duration of the corporation shall be perpetual


NINTH The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on February 14, 1995

  
Noah Klarish, Incorporator

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in the 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.

CORPORATION INFORMATION SERVICES, INC.

By:   
Karen B. Rozar, As AGent  
Date: February 15, 1995

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FILED  
95 FEB 15 2:11:32  
SEC. OF STATE  
TALLAHASSEE, FLORIDA