

P95000018966
GOLDSTEIN & TANEN, P.A.
ATTORNEYS

SUITE 3250 ONE BISCAYNE TOWER
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
(305) 374-3250
TELECOPIER
(305) 374-7632

February 27, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32309-0001

RECEIVED
FEB 28 1995
TALLAHASSEE, FLORIDA
*****122.50*****


RE: Van-Heusen Enterprises, Inc.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for the captioned matter along with our check in the sum of \$122.50 for filing same.

Please return the filed articles to us in the enclosed pre-paid envelope as quickly as possible. Thank you.

Sincerely,


Jeffrey S. Tanen

JST/mjb
Enclosures
moskovitz/van-heusen/l-secstate.mjb

FILED
MAR - 6 PM 3:49
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VAN-HEUSEN ENTERPRISES, INC.

FILED
95 MAR -6 PM 3:49
TALLAHASSEE, FLORIDA

ARTICLE I
Name of Corporation

The name of this corporation is VAN-HEUSEN ENTERPRISES, INC.

ARTICLE II
Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III
Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this state.

ARTICLE IV
Principal Place of Business

The address of the principal place of business of this corporation is One Biscayne Tower, Suite 3250, 2 S. Biscayne Boulevard, Miami, FL 33131.

ARTICLE V
Registered Office

The address of the initial registered office of the corporation is c/o Jeffrey S. Tanen, Esquire, Goldstein & Tanen, P.A., One Biscayne Tower, Suite 3250, Two South Biscayne Boulevard, Miami, FL 33131. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI
Registered Agent

The initial registered agent of the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Jeffrey S. Tanen, Esquire, Goldstein & Tanen, P.A., One Biscayne Tower, Suite 3250, Two South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VII
Directors

This corporation shall have not less than one director. The name and addressee of the initial director of this corporation is:

Jeffrey S. Tanen
Goldstein & Tanen, P.A.
Suite 3250, One Biscayne Tower
2. S. Biscayne Boulevard
Miami, FL 33131

The number of directors may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

ARTICLE VIII
Capital Stock

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of Common Stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE IX
Incorporator

The name and address of the incorporator is as follows:

Jeffrey S. Tanen, Esquire
One Biscayne Tower, Suite 3250
Two South Biscayne Boulevard
Miami, Florida 33131

ARTICLE X
Directors' Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or

transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended, changed, altered, or repealed only by majority vote of the outstanding common shares.

* * *

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of February, 1995.

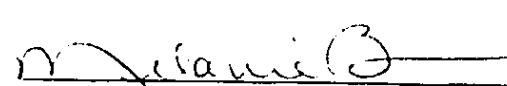


Jeffrey S. Tanen, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

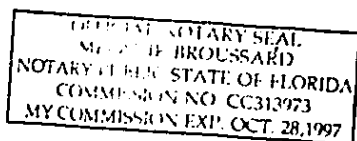
BEFORE ME, the undersigned authority, this day personally appeared Jeffrey S. Tanen, to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 28th of February, 1995.



Notary Public, State of Florida

My Commission Expires:



REGISTERED AGENT ACKNOWLEDGEMENT

Having been named Registered Agent for the above-named corporation, at the Registered Office designated in this Certificate, I hereby accept to act in this capacity and agree to comply with all legal requirements relative thereto.



Jeffrey S. Tanen
Registered Agent

P95000018966

GOLDSTEIN & TANEN, P.A.
ATTORNEYS

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April 9, 1997

Secretary of State
Division of Corporations
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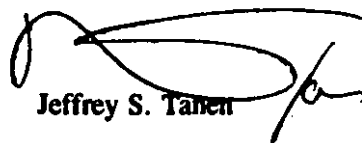
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*****35.00 *****35.00

RE: Van-Heusen Enterprises, Inc.

Dear Sir:

Enclosed is our check in the sum of \$35.00 for filing the enclosed Articles of Dissolution of the captioned corporation. Also enclosed is a self-addressed, stamped envelope for returning a filed copy of same.

Sincerely,


Jeffrey S. Tanen

JST/mjb
Enclosure
moskovitz/van-heusen/1-sectstate.dia

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DIVISION OF CORPORATIONS
97 APR 14 AM 11:23

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APR 17 1997

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**ARTICLES OF DISSOLUTION
OF
VAN-HEUSEN ENTERPRISES, INC.**

VAN-HEUSEN ENTERPRISES, INC., by its Director, for purposes of complying with Florida Statutes §607.1403 relating to Articles of Dissolution, does hereby execute the following Articles of Dissolution:

1. Name of Corporation. The name of the corporation is Van-Heusen Enterprises, Inc.
2. Date of Dissolution. The date on which dissolution was authorized was March 15, 1997.
3. Approval by Shareholders. All of the Shareholders of the corporation have voted for Dissolution and such vote by all of the Shareholders was sufficient for approval of the dissolution. No further votes or approval are necessary for dissolution.
4. Liabilities. All liabilities and obligations of the corporation have been paid or discharged or adequate provision has been made therefore.
5. Plan of Dissolution. A plan of dissolution of the corporation has been adopted by all of the Shareholders and Directors of the corporation and said Shareholders and Directors are in agreement as to same.
6. No Actions. There are no actions pending against the corporation in any court or adequate provision has been made for satisfaction of any judgment, order or decree that may be entered against the corporation in any pending action.

7. Written Approval of Dissolution. The corporation's election to dissolve by written consent of its Shareholders is attached hereto as Exhibit "A".

8. Effective Date. The effective date of these Articles of Dissolution shall be March 15, 1997.

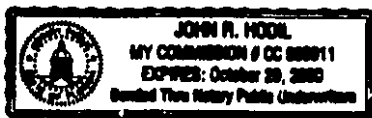
VAN-HEUSEN ENTERPRISES, INC.

By: *J. Bannister*
Judith Bannister

STATE OF FLORIDA)

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, this 31st day of March, 1997, by Judith Bannister, as President of Van-Heusen Enterprises, Inc. who personally appeared before me at the time of notarization, and who is personally known to me or who has produced FLORIDA DRIVERS LICENSE as identification.



John R. Hood
Notary Public

JOHN R. HOOD
Print

My commission expires: 10/29/00

**CONSENT OF SHAREHOLDERS AND DIRECTORS OF
VAN-HEUSEN ENTERPRISES, INC.
TO DISSOLUTION OF THE CORPORATION**

Pursuant to Florida Statutes §607.0704 and other applicable Florida statutes, the undersigned being all of the Directors and Shareholders of Van-Heusen Enterprises, Inc., hereby consent to and adopt a plan of dissolution of the corporation as follows:


1. Articles of Dissolution. Proposed copies of Articles of Dissolution of Van-Heusen Enterprises, Inc. have been prepared by counsel and are attached.
2. Marshalling of Assets. All of the assets of the corporation, including but not limited to equipment, accounts receivable and funds in banks has been inventoried and accounted for.
3. Disposition of Property. Non-cash properties shall divided between the Shareholders in accordance with the schedules attached hereto. Each shareholder shall receive an equal division of all other corporate assets.
4. Payment of Liabilities. The Shareholders agree that liabilities shall be paid before the payment of any distributions to Shareholders.
5. Accounting. The books and records of the corporation are available for either Shareholder to review at their own cost and expense. After completion of the Shareholders' review of the books and records, the parties shall make such adjustments between them as may be necessary to effect an equal division of corporate assets.
6. Final Tax Return. The parties agree that a final tax return must be filed and the corporation accountant shall prepare and file same. The cost of filing shall be paid by the corporation as one of the remaining liabilities of the corporation prior to final distribution of assets to the Shareholders.
7. Custodian of Records. Judith Bannister shall remain the custodian of the corporation records until all appropriate statute of limitations have lapsed and/or three years from the date hereof, whichever is later.
8. Other Actions. The Shareholders agree to cooperate with each other so that every act necessary to wind up and liquidate the business and affairs of the corporation shall be performed. No further distributions to the Shareholders shall be made without the agreement of both Shareholders.

EXHIBIT "A"

The undersigned, being all of the Shareholders and Directors of Van-Heusen Enterprises, Inc., hereby elect this plan of dissolution and hereby approve the proposed Articles of Dissolution attached hereto.

Dated this 31 day of March, 1997.

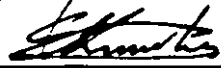
SHAREHOLDERS AND DIRECTORS



Judith Bannister



Edith Meneses



Edward Knowles

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GOLDSTEIN & TANEN, P.A.
ATTORNEYS

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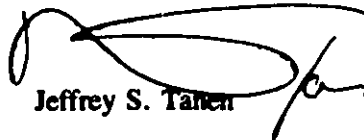
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Sincerely,


Jeffrey S. Tanen

JST/mjb
Enclosure
moskovitz/van-heusen-articles-diss

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APR 17 1997

97 APR 14 AM 11:23

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OF
VAN-HEUSEN ENTERPRISES, INC.**

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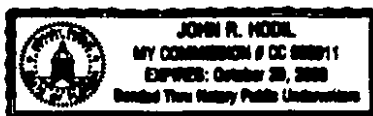
8. Effective Date. The effective date of these Articles of Dissolution shall be March 15, 1997.

VAN-HEUSEN ENTERPRISES, INC.

By: *J. Bannister*
Judith Bannister

STATE OF FLORIDA)
)
COUNTY OF Orange)

The foregoing instrument was acknowledged before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, this 31st day of March, 1997, by Judith Bannister, as President of Van-Heusen Enterprises, Inc. who personally appeared before me at the time of notarization, and who is personally known to me or who has produced FLORIDA DRIVERS LICENSE as identification.



John R. Hodil
Notary Public

JOHN R. HODIL
Print

My commission expires: 10/29/00

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VAN-HEUSEN ENTERPRISES, INC.**

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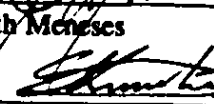
SHAREHOLDERS AND DIRECTORS



Judith Bannister



Edith Meneses



Edward Knowles