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FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: INTERAMERICAAS APPAREL FLORIDA, INC.
FAX AUDIT NUMBER: H95000007179
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TALLAHASSEE, FLORIDA

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JUN-29-1995 11:41 FROM EMPIRE CORP. KIT

TO

19849224000

P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

June 28, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: INTERAMERICAS APPAREL FLORIDA, INC.
REF: W95000013221

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Corporate Specialist

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JUN-29-1995 11:42 FROM EMPIRE CORP. KIT

TO

19049224000

P.03

TAYLOR, BRION, BURNER & GREENE

801 Brickell Avenue, 14th Floor
Miami, Florida 33131
(305) 377-6700
FAX: (305) 371-4578

TO: EMPIRE
NUMBER: 541-3770 * MIAMI, FLORIDA
FROM: THOMAS J. SKOLA
DATE: June 27, 1995
RE: Interamericas Apparel Florida, Inc.
FILE: 18125-2

TOTAL NUMBER OF PAGES INCLUDING THIS COVER SHEET: 6

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ADDITIONAL COMMENTS:

Please find enclosed a check in the amount of \$142.00 and the Articles of Incorporation for the above mentioned entity. Please return the Certificate of Incorporation to the above address at your earliest convenience.

Please note that we also represent the shareholder of Interamericas Apparel Group, Inc. and Interamericas Apparel, Inc., Dennis A. Griffis.

Thank you.

(5)

ARTICLES OF INCORPORATION OF
INTERAMERICAS APPAREL FLORIDA, INC.

H95000007179

I, the undersigned natural person, competent to contract, acting as incorporator of the corporation described herein (the "Corporation") under the General Corporation Law of the State of Florida, make, subscribe, acknowledge and file the following Articles of Incorporation for the Corporation.

ARTICLE I

NAME

The name of the Corporation is:

Interamericas Apparel Florida, Inc.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted is:

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The amount of authorized capital stock is One Thousand and 00/100 Dollars (\$1,000.00), consisting of one thousand (1,000) shares of common stock.

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95 JUN 29 PM 6:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thomas J. Skole, Esq.
Fla. Bar No. 313947
801 Brickell Avenue
14th Floor
Miami, Florida 33131
(305) 377-6700

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ARTICLE IVPRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of any kind, class or series, shall have the pre-emptive right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VINITIAL CAPITAL

The amount of capital with which the Corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE VICORPORATE EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VIIPRINCIPAL OFFICE

The street address of the principal office of the Corporation in the State of Florida is 6561 N.W. 82nd Avenue, Miami, Florida 33166.

ARTICLE VIIINUMBER OF DIRECTORS

The number of directors of the Corporation shall be set from time to time by the By-laws, but shall be at least one (1).

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ARTICLE IXSUBSCRIBERS

The name and street address of the subscriber of these Articles of Incorporation are:

Thomas J. Skola - 801 Brickell Avenue
14th Floor
Miami, Florida 33131

ARTICLE XINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 801 Brickell Avenue, 14th Floor, City of Miami, County of Dade, State of Florida, and the name of the initial registered agent of the Corporation at that address is: Thomas J. Skola.

ARTICLE XIINDEMNIFICATION

To the full extent permitted by law, the Corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including one in the right of the Corporation to procure a judgment in its favor) by reason of the fact that he, or his testator or intestate, is or was a director, officer, employee or agent of the Corporation or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity, at the request of the Corporation.

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JUN-28-1995 07:50 FROM EMPIRE


TO

19849224000

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IN WITNESS WHEREOF, I do make and subscribe these Articles of
Incorporation on this 27th day June, 1995.

H95000007179


THOMAS J. SKOLA

STATE OF FLORIDA)
COUNTY OF DADE) SS.:

The foregoing instrument was acknowledged before me by THOMAS
J. SKOLA, individually. He is personally known to me and did take
oath, this 27th day of June, 1995.


Notary Public, State of Florida
at Large

My Commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES NOV. 12, 1998
BONDED THREE THOUSAND DOLLARS

Name of Notary: Rita Bonney

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the
above-stated Corporation, at the place designated in the
foregoing Articles of Incorporation, I hereby accept to act in this
capacity, and agree to comply with the applicable provisions of all
pertinent legislation.

By: 

Registered Agent

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TALLAHASSEE, FLORIDA

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