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SHEPPARD, BRETT & STEWART, P.A.

ATTORNEYS AT LAW

JAY ANDREW BRETT
JOHN P. STEWART
CHARO R. HERSCH, C.P.A.
D. HUGH KINSEY, JR.

(FORMERLY SHEPPARD & WOOLSLAIR)
FIRM ESTABLISHED 1924

2121 WEST FIRST STREET
P. O. DRAWER 400
FORT MYERS, FLORIDA 33902

W. A. SHEPPARD (1878-1971)
JOHN K. WOOLSLAIR (1908-1968)

TELEPHONE (941) 334-1141
TELECOMPER (911) 334-3963

JOHN WOOLSLAIR SHEPPARD
OF COUNSEL

August 30, 1995

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

300001576358
-09/01/95--01061--016
****122.50 ****122.50

Re: THE GARMENT DISTRICT, INC.

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 52.50
Resident Agent Fee	\$ 35.00
	<u>\$ 122.50</u>

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Kind regards,

SHEPPARD, BRETT & STEWART, P.A.


Craig R. Hersch

CRH:dlb
Enclosures
H-0613

FILED
95 SEP -1 PM 2:22

SAB
9/6/95

ARTICLES OF INCORPORATION
OF
THE GARMENT DISTRICT, INC.

FILED
05 SEP -1 PM 2:23

THE UNDERSIGNED, JEFFREY J. ZWICK, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is THE GARMENT DISTRICT, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VII

The address of the principal office of the Corporation in this State is: CRAIG R. HERSCH, and the name of the initial registered agent of this Corporation at that address is: 2121 West First Street, Fort Myers, Florida 33901.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than one (1) or more than seven (7).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
JEFFREY J. ZWICK	CEO/Secretary/ Treasurer	16917 Timberlakes Drive Fort Myers, Florida 33908
ROBERT L. NANBERG	President/Chief Operating Officer	72 Shaker Road Enfield, Connecticut 06082
HEIDI THORNER	Vice President	356 Emerald Bay Circle Naples, Florida 33963

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

NAME OF SUBSCRIBER

JEFFREY J. ZWICK

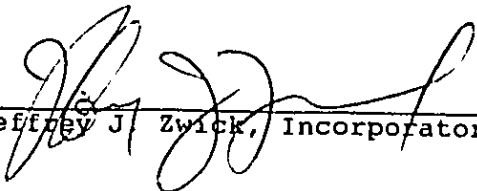
ADDRESS

16917 Timberlakes Drive
Fort Myers, Florida 33908

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

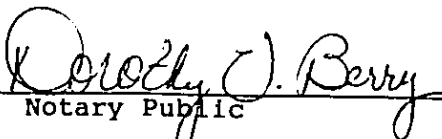
IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 30th day of August, 1995.


Jeffrey J. Zwick, Incorporator

STATE OF FLORIDA

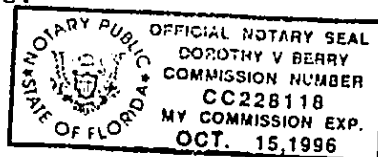
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 30th day of August, 1995, by JEFFREY J. ZWICK, (✓) who is personally known to me or () who produced N/A as identification.


Notary Public

(SEAL)
Comm. Exp. Date:
Comm. Number:

Printed Name of Notary: DOROTHY V. BERRY



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT THE GARMENT DISTRICT, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF Fort Myers, COUNTY OF Lee, STATE OF
Florida, HAS NAMED CRAIG R. HERSCH, LOCATED AT 2121 West First Street,
(Street Address and Number of Building -- Post Office Box Addresses
Are Not Acceptable), Fort Myers, Lee COUNTY, Florida, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

THE GARMENT DISTRICT, INC.
(JJZ)
Signature: [Signature] FILED
SEP - 1 1995
SEP 29
(Corporate Officer)
Title: CEO, Secretary/Treasurer
Date: August 30, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

(CRH)
Signature: [Signature]
Resident Agent
Date: August 30, 1995