

PA5000071 386

SILVERMAN COOPERSMITH HILLMAN & FRIMMER

A PROFESSIONAL CORPORATION

SUITE 910

TWO PENN CENTER PLAZA

PHILADELPHIA, PENNSYLVANIA 19102

(215) 563-0000

FAX (215) 510-1000

NEW JERSEY OFFICE
116 WHITE HORSE PIKE
HADDON HEIGHTS, NJ 08033
(609) 846-4002

DIRECT DIAL #: (215)

638-4479

DOUGLAS E. COOPERSMITH*
LAWRENCE M. SILVERMAN
NICK L. FRIMMER
ANDREW S. HILLMAN
DANIEL S. BERNHEIM, III
JONATHAN R. ZIG*
CHARLES M. NARLESKY*
STUART B. KURTZ**
STEVEN M. BLUM*
JILL FISHER*
JUDITH A. KRAWITZ*
SANDRA KAPLAN BLATT**
DEANE WEINGOLD*
MARINA SKALETSKY CHILDMATH*
LEE ANN M. WILLIAMS, JR.

LEA A. SOLOMON*
COUNSEL

September 12, 1995

* ALSO MEMBER OF N.J.B.A.
** ALSO MEMBER OF M.D.B.A.
*** ALSO MEMBER OF DISTRICT OF
COLUMBIA B.A.B.

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Suit Yourself, Inc.

Dear Sir/Madam:

Enclosed please find original and one copy of the Articles of Incorporation for the above to corporation to be filed with your office. I have also enclosed a check in the amount of \$122.50 representing your filing fee and a Federal Express envelope for the return of the filed Articles.

Thank you.

Very truly yours,

Theresa M. Cooke

Theresa M. Cooke
Legal Assistant

/tmc
Enclosure

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*****122.50*****122.50

9/15/95
TH

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
SUIT YOURSELF, INC.

SEP 13 1965
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS:

Suit Yourself, Inc.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT THE MAILING ADDRESS OF THE CORPORATION IS:

Principal Address: 4230 N.W. 128th Street
Opa Locka, Florida 33054

Mailing Address: 4230 N.W. 128th Street
Opa Locka, Florida 33054

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS:

100 Shares, Common Stock - No Par Value

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS:

4230 N.W. 128th Street
Opa Locka, Florida 33054

The registered agent at that address is.

Edward S. Mellul

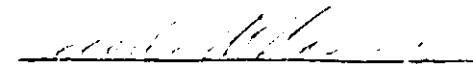
FIFTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS One (1), AND THE NAME AND ADDRESS OF THE PERSON WHO IS TO SERVE AS DIRECTOR UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL HIS SUCCESSOR IS ELECTED AND QUALIFIES IS:

Edward S. Mellul
4230 N.W. 128th Street
Opa Locka, Florida 33054

SIXTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Charles M. Naselsky, Esquire
Silverman Coopersmith Hillman & Frimmer
Suite 910 - Two Penn Center
Philadelphia, PA 19102

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 11th DAY OF September, 1995.


Charles M. Naselsky

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.; IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.


Edward S. Mellul

LAW OFFICES

SILVERMAN COOPERSMITH HILLMAN & FRIMMER

A PROFESSIONAL CORPORATION

Suite 910

Two Penn Center Plaza

Philadelphia, Pennsylvania 19102

215-569-0000

FAX 215-569-1000

ORIGINALLY COOPERSMITH

LAURENCE M. SILVERMAN

RICK L. FRIMMER

ANDREW W. HILLMAN

DANIEL S. BERENSON

JONATHAN S. ZINS

CHARLES M. NASEL

STUART B. KURTZ

STEVEN M. PLOIN

JILL FIDELL

JEFFERY A. KRAWITZ

NATHAN KAPLAN

OLIVER W. WINGFIELD

MARINA KRAVITZ

LEE ANN M. WILLIAMS

NEW JERSEY OFFICE
100 WHITE HORSE PIKE
HADDON HEIGHTS, NEW JERSEY
(609) 546-4662

JONATHAN A. SADEL
LEE A. SOLOMON
OF COUNSEL

DIRECT DIAL #
(215)

636-4479

October 19, 1995

P95000071386

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Suit Yourself, Inc.

Dear Sir/Madam:

Enclosed please find State of Florida Amended and Restated Articles of Incorporation for the above corporation to be filed with your office and our check in the amount of \$35.00 representing your filing fee. I have also enclosed a self-addressed, stamped envelope for the return of the filed document.

Thank you.

Very truly yours,

Theresa M. Cooke

Theresa M. Cooke
Legal Assistant

/tmc
Enclosure

11/6
gaf
Amend.
+ Restated



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthem
Secretary of State

October 25, 1995

SILVERMAN COOPERSMITH HILLMAN & FRIMMER
ATTN: THERESA M. COOKE
TWO PENN CENTER PLAZA, SUITE 910
PHILADELPHIA, PA 19102

SUBJECT: SUIT YOURSELF, INC.
Ref. Number: P95000071386

We have received your document for SUIT YOURSELF, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The capacity of the person(s) signing the document must be indicated beneath the signature(s).

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 495A00047935

LAW OFFICES

SILVERMAN COOPERSMITH HILLMAN & FRIMMER

A PROFESSIONAL CORPORATION

SUITE 910

TWO PENN CENTER PLAZA

PHILADELPHIA, PENNSYLVANIA 19102

(215) 560-0000

FAX (215) 610-1999

NEW JERSEY OFFICE
116 WHITE HORSE PIKE
HADDON HEIGHTS, NJ 08040
(609) 546-4662

JONATHAN A. SAIDEL
LEE A. SOLOMON
OF COUNSEL

DIRECT DIAL #.
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DOUGLAS P. COOPER-SMITH*
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STEVEN M. PLOIN*
JILL FISHER*
JEFFREY A. KRAWITZ*
SANDRA KAPLAN SLAP***
DEAN E. WEISGOLD*
MARNA SKALITSKY FRIEDMAN*
LEE ANN M. WILLIAMS, JR.*

October 30, 1995

* ALSO MEMBER OF NJ BAR
** ALSO MEMBER OF MD BAR
*** ALSO MEMBER OF DISTRICT OF
COLUMBIA BAR

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attention: Joy Moon-French

Re: Suit Yourself, Inc.
Reference No. P95000071386

Dear Ms. French:

I am resubmitting the Amended and Restated Articles of Incorporation for the above corporation which were returned to me along with the attached letter. I have revised the amendment and I am presently it for recording with your office. I have also enclosed a Federal Express envelope for your convenience in returning the filed document.

Thank you.

Very truly yours,



Theresa M. Cooke
Legal Assistant

/tmc
Enclosure

STATE OF FLORIDA
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUIT YOURSELF, INC.

95 NOV -2 PM 12:34
SECRETARY
TALLAHASSEE FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS:

Suit Yourself, Inc.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT THE MAILING ADDRESS OF THE CORPORATION IS:

Principal Address: 4230 N.W. 128th Street
Opa Locka, Florida 33054

Mailing Address: 4230 N.W. 128th Street
Opa Locka, Florida 33054

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS:

100 Shares, Common Stock - No Par Value

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS:

4230 N.W. 128th Street
Opa Locka, Florida 33054

The registered agent at that address is:

Edward S. Mellul

FIFTH: These Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation on October 17, 1995 and do not contain any amendment requiring shareholder approval.

SIXTH: THE NUMBER OF DIRECTORS CONSTITUTING THE BOARD OF DIRECTORS OF THE CORPORATION IS TWO (2), AND THE NAME AND ADDRESS OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFIED ARE:

Edward S. Mellul
4230 N.W. 128th Street
Opa Locka, Florida 33054


Ambrosio Tabares
155-171 S.E. 10th Avenue
Hialeah, Florida 33010

SEVENTH: This Amendment replaces and restates the original Articles of Incorporation for Suit Yourself, Inc. filed with the Secretary of the State of Florida on September 13, 1995, and assigned document number P95000071386.

THE UNDERSIGNED HAVE CAUSED THIS AMENDMENT TO BE EXECUTED THESE ON THIS 18th DAY OF October, 1995.

SUIT YOURSELF, INC.

By 
Edward S. Mellul, President

Attest 
Ambrosio Tabares, Secretary

Document Number Only

P95000071386

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

4/15/96 12:50:34
-04/15/96--01092--023
*****70.00 *****70.00

96 APR 15 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sent Yourself, Inc
Merged into
Sent Yourself, Inc

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS/ G/S

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

4/15/96

Merge
CRG
4-15

**PLAN AND AGREEMENT OF MERGER
BY AND BETWEEN
SUIT YOURSELF, INC., A FLORIDA CORPORATION
and
SUIT YOURSELF, INC., A PENNSYLVANIA CORPORATION**

FILED
96 APR 15 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Plan and Agreement of Merger is made and entered into on this 31st day of December, 1995, by and between SUIT YOURSELF, INC., a Florida corporation (herein sometimes referred to as the "Florida Corporation" or "Surviving Corporation"), and SUIT YOURSELF, INC., a Pennsylvania corporation (herein sometimes referred to as the "PA Corporation"), said corporation hereinafter sometimes referred to jointly as the "Constituent Corporations".

WITNESSETH:

WHEREAS, the Florida Corporation is a corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed in the Office of the Secretary of the State of Florida on September 13, 1995 and the registered office of the Florida Corporation being located at 4230 N.W. 128th Street, Opa Locka, Florida 33054, and the name of its registered agent in charge thereof being Edward S. Mellul; and

WHEREAS, the total number of shares of stock which the Florida Corporation has authority to issue is 100 shares of Common Stock, no par value which 100 shares are now issued and outstanding; and

WHEREAS, the PA Corporation is a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, its Articles of Incorporation having been filed in the office of the Secretary of the Commonwealth of Pennsylvania on February 10, 1995; and

WHEREAS, the aggregate number of shares which the PA Corporation has authority to issue is 1,000 shares of Common Stock, without par value, of which 100 shares are issued and outstanding; and

WHEREAS, the Board of Directors and Shareholders of each of the Constituent Corporations deem it advisable that the PA Corporation be merged with and into the Florida Corporation on the terms and conditions hereinafter set forth in accordance

the State of Florida, respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, the Florida Corporation and the PA Corporation, by their respective Board of Directors and Shareholders have agreed and to hereby agree, each with the other, as follows:

ARTICLE I

The PA Corporation and the Florida Corporation shall be merged (the "Merger") into a single corporation, in accordance with the applicable provisions of the laws of the Commonwealth of Pennsylvania and of the State of Florida, by the PA Corporation merging with and into the Florida Corporation, which shall be the Surviving Corporation.

ARTICLE II

Upon the Merger becoming effective as provided in the applicable laws of the Commonwealth of Pennsylvania and the State of Florida (the time when the Merger shall so become effective being sometimes herein referred to as the "effective date of the Merger"):

1. The two Constituent Corporations shall be a single corporation, which shall be the Florida Corporation as the Surviving Corporation, and the separate existence of the PA Corporation shall cease except to the extent provided by laws of the Commonwealth of Pennsylvania in the case of a corporation after its merger into another corporation;

2. The Florida Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, both of a public and a private nature, of each of the Constituent Corporations, and all property, real, person and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Constituent Corporations shall be taken and deemed to be vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger;

3. The Florida Corporation shall henceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor

any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger;

4. The aggregate amount of the net assets of the Constituent Corporation which was available for the payment of dividends immediately prior to the Merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the Surviving Corporation;

5. The By-laws of the Florida Corporation as existing and constituted immediately prior to the effective date of the Merger shall be and constitute the By-laws of the Surviving Corporation;

6. The Board of Directors, and the members thereof, and the Officers, of the Florida Corporation immediately prior to the effective date of the Merger shall be and constitute the Board of Directors, and the members thereof, and the Officers of the Surviving Corporation.

ARTICLE III

The Articles of Incorporation of the Florida Corporation shall not be amended in any respect by reason of this Plan and Agreement of Merger, and said Articles of Incorporation shall constitute the Articles of Incorporation of the Surviving Corporation until further amended in the manner provided by law.

ARTICLE IV

The manner and basis of converting the shares of each of the Constituent Corporations into shares of the Surviving Corporation is as follows:

1. The shares of stock of the Florida Corporation shall not be affected by the Merger.

2. Each issued and outstanding share of Common Stock of the PA Corporation shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, but each said share which is issued and outstanding upon the effective date of the Merger shall be surrendered and extinguished.

ARTICLE V

The Florida Corporation, as the Surviving Corporation, shall pay all expenses of carrying this Plan and Agreement of Merger into effective and accomplishing the Merger

herein provided for.

ARTICLE VI

If at any time after the effective date of the Merger the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the PA Corporation, the proper Officers and Directors of the PA Corporation shall have the full power and authority to, and will, execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

ARTICLE VII


This Plan and Agreement of Merger shall be submitted to the shareholders of each of the Constituent Corporations, as provided by law, and shall take effect, and be deemed and be taken to be the Plan and Agreement of Merger of said corporations upon: (i) the approval or adoption thereof by the shareholders entitled to vote of each of the Constituent Corporations in accordance with the requirements of the laws of the Commonwealth of Pennsylvania and the State of Florida, as heretofore amended and supplemented.

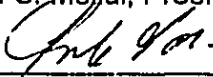
Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned by either of the Constituent Corporations by an appropriate resolution of its Board of Directors at any time prior to its approval or adoption by the shareholders entitled to vote thereof, or by the mutual consent of the Constituent

Corporations evidenced by appropriate resolutions of their respective Board of Directors, at any time prior to the effective date of the Merger.


IN WITNESS WHEREOF, the Florida Corporation and the PA Corporation, pursuant to the approval and authority duly given by resolution adopted by their respective Board of Directors and Shareholders, have caused this Plan and Agreement of Merger to be executed by the President and the Secretary of each party thereof.

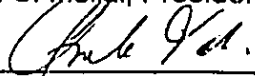
SUIT YOURSELF, INC., a Florida Corporation

By: 
Edward S. Mellul, President

Attest: 
Ambrosio Tabares, Secretary

SUIT YOURSELF, INC., a Pennsylvania Corporation

By: 
Edward S. Mellul, President

Attest: 
Ambrosio Tabares, Secretary

P 95 000071386



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SUIT YOURSELF, INC., doing business in Florida as SUIT YOURSELF FASHIONS, INC., a Pennsylvania corporation qualified in Florida, #F95000000975

INTO

SUIT YOURSELF, INC., a Florida corporation, P95000071386.

File date: April 15, 1996

Corporate Specialist: Karen Gibson