

1200 HAYS STREET

TELEPHONE FL 33

04-2-10

04-2-10 FAX

800-342-8086



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

0721000000002

REFERENCE : 000000 000010

AUTHORIZATION :

CREDIT LIMIT : \$ 100,000

*Laticia Pizito*

ORDER DATE : September 22, 1995

ORDER TIME : 10:34 AM

ORDER NO. : 000000

CUSTOMER NO. : 000010

20000010001000

CUSTOMER: MR. THOMAS PIZITO  
PRENTICE HALL LEGAL &  
FINANCIAL SERVICES  
300 HUDSON STREET  
NEW YORK, NY 10014

DOMESTIC FILING

NAME: L.L. MOORE & APPAREL, INC.

XX ARTICLE OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Terrie Skipter

EXAMINER'S INITIALS:

SECRET  
TALLAHASSEE, FL 32304

95 SEP 22 PM 1:54

FILED

T. BROWN SEP 22 1995

ARTICLES OF INCORPORATION

OF

L. G. SHOES & APPAREL, INC.

FILED  
95 SEP 22 PM 1:54  
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 L.G. SHOES & APPAREL, INC.

SECOND: The street address, wherever located, of the principal office of the corporation is Value Center, International Drive, Orlando, Florida 32819.

The mailing address, wherever located, of the corporation is Value Center, International Drive, Orlando, Florida 32819.

THIRD: The number of shares that the corporation is authorized to issue is two hundred, all of which are without par value and are of the same class and are to be Common shares.

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

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, 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

ADDRESS

Athena Amaxas

375 Hudson Street, 11th Floor  
New York, New York 10014

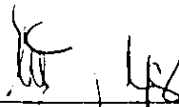
SIXTH The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act

SEVENTH The duration of the corporation shall be perpetual.

EIGHTH 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.

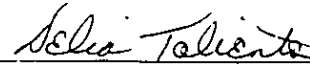
NINTH Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on September 15, 1995.

  
\_\_\_\_\_  
Athena Amaxis, 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 this 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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By:   
\_\_\_\_\_  
Delia Taliento, Assistant Vice-President

Date: September 15, 1995

995000073516

L.G. SHOES & APPAREL, INC.

May 23, 1997

DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

RE: L.G. SHOES & APPAREL, INC.  
59-3351001

900002198389--6  
-06/02/97--01147--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

DEAR SIR OR MADAM,

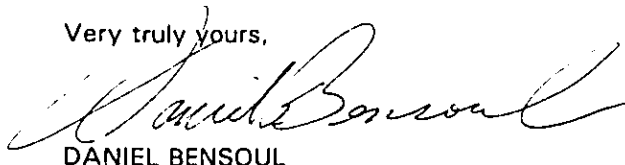
Enclosed is the Articles of Dissolution. The following is our address and phone number:

L.G. SHOES & APPAREL, INC.  
c/o DANIEL BENSOUL  
358 5<sup>TH</sup> AVENUE  
NEW YORK, NY 10001

(212)695-3998

If you have any questions at all, do not hesitate to call.

Very truly yours,



DANIEL BENSOUL

FILED  
97 JUN -2 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

See 6/10

Vol. Diss.

NORMA CARINI SHOES  
358 FIFTH AVENUE  
NEW YORK, NY 10001  
(212) 695-3998 • FAX (212) 695-9684

## ARTICLES OF DISSOLUTION

FILED  
97 JUN -2 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: L.G. SHOES & APPAREL, INC.

SECOND: The date dissolution was authorized: MARCH 31, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

SOLE SHAREHOLDER "100%"  
(voting group)

Signed this 23 day of May, 19 97

Signature   
(By the Chairman or Vice Chairman of the Board, President, or other officer)

DANIEL BENSOUL

(Typed or printed name)

PRESIDENT

(Title)