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RICHARD S. WEINSTEIN
4995 N.W. 104th Way, Coral Springs, FL 33076 • (954) 341-3000

January 11, 1996

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-01/12/96--01074--007
*****70.00 *****70.00

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

Subj: Michele & Co., Inc.

Enclosed herewith is an original and one (1) copy of the articles of incorporation and a check for \$70.00

FROM:

Richard S. Weinstein
4995 N.W. 104th Way
Coral Springs, Florida 33076
(954) 341-3000

Thank you for your attention.

Sincerely,


Richard S. Weinstein

56 JAN 12 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/17/96
JS

ARTICLES OF INCORPORATION

OF

MICHELE & CO., INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be:

MICHELE & CO., INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

4995 N.W. 104th Way, Coral Springs, Florida 33076

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Two hundred (200) shares of stock of the par value of one dollar (\$1.00).

ARTICLE IV GENERAL NATURE OF BUSINESS

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

(1) Engaging in the business of manufacturer's representative of clothing, accessories and miscellaneous products of all kinds and descriptions for sale to retailers and other re-sellers, and all business activities ancillary thereto;

(2) Engaging in any activity or business under the laws of the United States and the State of Florida.

ARTICLE V CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of

STATE OF FLORIDA
MAY 12 1974
CORPORATION

the State of Florida, including the Emergency Powers included in § 607.0303 F.S.

ARTICLE VI TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VII DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this Corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Michele Locke	117 College Place Fairfield, CT 06430

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Richard S. Weinstein
4995 N.W. 104th Way
Coral Springs, Florida 33076

ARTICLE IX INCORPORATORS

The names and street address of the Incorporator to these Articles of Incorporation is:

Michele Locke
117 College Place
Fairfield, Connecticut 06430

-3-

The undersigned incorporator has executed these
Articles of Incorporation this 7 day of January, 1996.

Michele Locke
Michele Locke, Incorporator

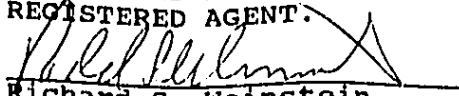
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The Name of the corporation is: MICHELE & CO., INC
2. The name and address of the registered agent and office is:

Richard S. Weinstein
4995 N.W. 104th Way
Coral Springs, Florida 33076

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.


Richard S. Weinstein

January 11, 1996

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STATE OF FLORIDA
JAN 12 1996
CORAL SPRINGS