

96000021523
WALTON LANTAFF SCHROEDER & CARSON
 ATTORNEYS AT LAW

CHARLES P. SACHEN, P.A.
 MICHAEL R. JENKINS, P.A.
 DAVID K. THARP, P.A.
 WAYNE T. GILL, P.A.
 NICHOLAS C. CHRISTIN, P.A.
 RICHARD P. COLE, P.A.
 STEPHEN W. BAZINBY
 CHARLES R. MINNAN, P.A.
 JONATHAN J. DAVIS
 BERNARD J. PROBST
 LAWRENCE D. SMITH
 JOHN H. JOY
 JOHN W. HOLIBOYK
 GREGORY J. WILLID
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 GEOFFREY B. HARRIS
 ALLISON CHITTEM HARTNETT
 JULIEAN RICE-CHAHOUBI
 GENE P. KISSANE

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)
 MIAMI • CORAL GABLES • FORT LAUDERDALE • WEST PALM BEACH

SUITE 1101 GABLES INTERNATIONAL PLAZA
 2055 LEJEUNE ROAD
 CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 370-8411
 FACSIMILE (305) 446-0200

February 29, 1996

PATRICK J. JOOMEY, JR.
 PAUL B. MARTIN
 ARY L. SMITH
 FRANK J. TADDEO
 GREGORY W. COLEMAN
 SCOTT A. COLE
 WILLIAM O. HEISMAN
 LAWRENCE D. KING
 CHARLES B. SACHEN
 GEORGE W. HUBB, JR.
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 STEVEN E. POOR
 ELLEN B. MALABY
 WARREN DROWN
 CARLOS M. MARTINEZ, JR.

OF COUNSEL
 DANIEL O. CARSON
 WILLIAM J. GRAY
 MARTIN E. SEGAL, P.A.
 ROBERT B. COLE

MILLER WALTON 11901-19871
 WILLIAM C. LANTAFF 11013-19701
 LAURENCE A. SCHROEDER 11907-19981

Corporate Records Bureau
 Division of Corporations
 Department of State
 Post Office Box 6327
 Tallahassee, Florida 32301

200001734782
 -03/06/96--01077--010
 ****122.50 ****122.50

Re: Victory Embroidery, Inc.
 Articles of Incorporation
 Our File No. 2035

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) white copy of the executed, notarized Articles of Incorporation, together with our firm check in the amount of \$122.50.

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Resident Agent Fee	35.00
TOTAL	\$122.50

38.96
 (76)

Please note that in accordance with §607.0203, F.S., and Article XII of the Articles, the corporate existence will commence March 1, 1996, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

96 MAR 6 PM 2:27
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 FILED

Corporate Records Bureau
February 29, 1996
Page 2

Thank you for your attention to this matter.

Very truly yours,



Charles P. Sacher

CPS:rb
Enclosures
cc: Mr. Louis J. Risi, Jr.

FILED
96 MAR -6 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VICTORY EMBROIDERY, INC.

PREAMBLE

I, the undersigned, do hereby associate myself under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

VICTORY EMBROIDERY, INC.

ARTICLE II

PRINCIPAL OFFICE

The address of the Corporation shall be:

200 N.E. Second Drive
Homestead, Florida 33030

ARTICLE III

GENERAL NATURE OF BUSINESS

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

- (1) Manufacturing, sale and distribution of sportswear; and
- (2) Engaging in any activity or business permitted under the laws of the United States and the State of Florida and any other States of the United States of America.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, F.S.

ARTICLE V

CAPITAL STOCK

(1) This corporation shall be authorized to have outstanding at any time a maximum of 6,000 shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

(4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

ARTICLE VI

REQUIRED CAPITAL

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII

DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws.

(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>
Louis J. Risi, Jr.	200 N.E. Second Drive Homestead, Florida 33030
Steven L. Risi	200 N.E. Second Drive Homestead, Florida 33030

ARTICLE IX

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, VICTORY EMBROIDERY, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as 2655 LeJeune Road, Suite 1101, Coral Gables, Dade County, Florida, and has named Charles P. Sacher as its initial Registered Agent who is located at such address.

ARTICLE X

SUBSCRIBER

The name and residence address of the Subscriber to these Articles of Incorporation is as follows:

NAME

ADDRESS

Charles P. Sacher

7341 S.W. 162 Street
Miami, Florida 33157

ARTICLE XI

SCOPE OF ARTICLES

The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

ARTICLE XII

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of §607.0203, the effective date of incorporation is specified to be the 1st day of March, 1996, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

IN WITNESS WHEREOF, CHARLES P. SACHER, the undersigned, being the original subscriber to the foregoing Articles of Incorporation have hereunder set my hand and seal this 1st day of March, 1996.

 (SEAL)

CHARLES P. SACHER

STATE OF FLORIDA)
COUNTY OF DADE) SS:

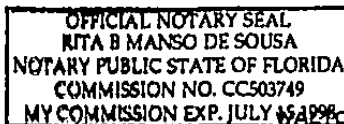
BEFORE ME, the undersigned authority, personally appeared CHARLES P. SACHER, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 1st day of March, 1996.



Notary Public, State of Florida
at Large

My commission expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for VICTORY EMBROIDERY, INC., at place designated in ARTICLE IX of the attached Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Charles P. Jackson (SEAL)
Registered Agent

FILED
96 MAR -6 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000021523

MILTON LANTAFF SCHROEDER & CARSON
ATTORNEYS AT LAW

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)
MIAMI • CORAL GABLES • FORT LAUDERDALE • WEST PALM BEACH

SUITE 1101 GABLES INTERNATIONAL PLAZA
2055 LEJEUNE ROAD
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 379-0411
FACSIMILE (305) 446-9200

March 20, 1996

CHARLES P. SACHER, P.A.
MICHAEL H. JENKS, P.A.
DAVID K. THOMP, P.A.
WAYNE T. GILL, P.A.
NICHOLAS E. CHRISTIN, P.A.
RICHARD P. COLE, P.A.
STEPHEN W. HAZINSKY
CHARLES D. MIHMAN, P.A.
JONATHAN J. DAVIS
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CHARLES D. SACHER
GEORGE W. BUDH, JR.
KURT A. WYLAND
BUBAN R. KENT
RIP O. LABBNER
NANCY C. VALCANCE
DAVID B. TADROS
JOSEPH P. CINNEY
RHETT, P. DOVE, III
KENNETH L. VALENTINI
RUBELL A. DOHAN
STEVEN E. POOR
ELLEN B. MALABY
WARREN BROWN
CARLOS M. MARTINEZ, JR.

OF COUNSEL
SAMUEL D. CARSON
WILLIAM J. ORAY
MARTIN E. SEGAL, P.A.
ROBERT B. COLE

MILTON LANTAFF (1907-1997)
WILLIAM C. LANTAFF (1913-1970)
LAURENCE A. SCHROEDER (1907-1998)

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: VICTORY EMBROIDERY, INC./VICTORY
INDUSTRIES, INC.
Amendment to Articles of Incorporation
Our File No. 2035-11

200001757572
-03/26/96--01092--015
*****87.50 *****87.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APR 22 PM 1:33
FILED

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) white copy of the executed, notarized First Amendment to Articles of Incorporation, together with our firm check in the amount of \$87.50.

Please cause the original copy of the First Amendment to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original First Amendment to Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	52.50
TOTAL	\$87.50

Thank you for your attention to this matter.

~~4096-6757~~

N/c

Very truly yours,

Charles P. Sacher
Charles P. Sacher

VS APR 23 1996

CPS:rbm
Enclosures
cc: Mr. Steven L. Risi



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 29, 1996

CHARLES P. SACHER
SUITE 1101 GABLES INTERNATIONAL PLAZA
2655 LEJEUNE ROAD
CORAL GABLES, FL 33134

SUBJECT: VICTORY EMBROIDERY, INC.
Ref. Number: P96000021523

We have received your document for VICTORY EMBROIDERY, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment cannot be adopted and executed by an incorporator if directors have been selected. Please amend your document accordingly.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 396A00014515

WALTON LANTAFF SCHROEDER & CARBON

ATTORNEYS AT LAW

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)
MIAMI • CORAL GABLES • FORT LAUDERDALE • WEST PALM BEACH

SUITE 1101 GABLES INTERNATIONAL PLAZA
2055 LEJEUNE ROAD
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 379-0411
FACSIMILE (305) 440-9208

April 18, 1996

CHARLES P. BACHEN, P.A.
MICHAEL R. JENKS, P.A.
DAVID K. THOMP, P.A.
WAYNE T. GILL, P. A.
NICHOLAS E. CHRISTIN, P.A.
RICHARD P. COLE, P.A.
STEPHEN W. HAZINBAY
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HUBBELL A. DOHAN
STEVEN E. POOR
ELLEN B. MALABRY
WARREN BROWN
CARLOS M. MARTINEZ, JR.
DANIEL A. SHAPIRO

OF COUNSEL
SAMUEL D. CARBON
WILLIAM J. GRAY
MARTIN E. SEGAL, P.A.
ROBERT B. COLE

MILLEN WALTON (1901-1987)
WILLIAM C. LANTAFF (1913-1970)
LAURENCE A. SCHROEDER (1907-1988)

Ms. Velma Shepard
Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: Victory Industries, Inc.
Amendment to Articles of Incorporation
Our File No. 2035-11

Dear Ms. Shepard:

On behalf of the above referenced corporation, I file herewith the following:

1. Original and one (1) white copy of the revised, executed and notarized First Amendment to Articles of Incorporation which has been executed by both Directors of the Corporation; and
2. Copy of your Letter Number 396A00014515 dated March 29, 1996.

I have revised the First Amendment in accordance with your March 29, 1996 letter. If it now accords with your requirements, please cause the original copy of the First Amendment to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original First Amendment to the Articles of Incorporation.

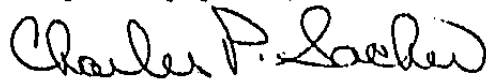
In accordance with the letter described in Paragraph 2, no additional filing fee is required because this document is being submitted within the sixty (60) day remedial period.

Ms. Valma Shepard
April 18, 1996
Page 2

If anything further is required, please do not hesitate to contact me.

Thank you for your attention to this matter.

Very truly yours,



Charles P. Sacher

CPS:rbm
Enclosures
cc: Mr. Louis J. Risi, Jr.

FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
VICTORY EMBROIDERY, INC.

FILED
96 APR 22 PM 1:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

VICTORY EMBROIDERY, INC., a Florida Corporation, by and through all of its Directors, LOUIS J. RISI, JR. and STEVEN L. RISI, pursuant to Sections 607.1005 and 607.1006, Florida Statutes, hereby adopts the following First Amendment to its Articles of Incorporation:

I

The Directors hereby amend the Articles of Incorporation as follows:

The name of this corporation will be:

VICTORY INDUSTRIES, INC.

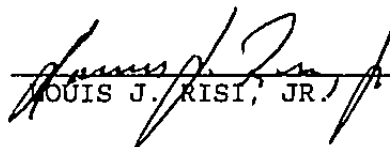
II

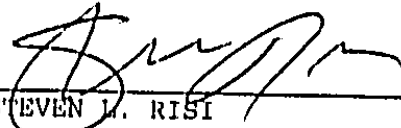
This Amendment is effective as of the date of the execution of this First Amendment to the Articles of Incorporation.

III

This First Amendment is adopted pursuant to the provisions of Section 607.1007, Florida Statutes, by all of its Directors because the Corporation has not yet issued shares and, accordingly, shareholder action is not required.

IN WITNESS WHEREOF, LOUIS J. RISI, JR. and STEVEN L. RISI, the undersigned, being all of the Directors of the Corporation, have hereunder set our hands and seals this 16th day of April, 1996.

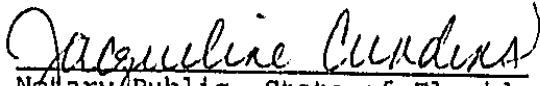
 (SEAL)
LOUIS J. RISI, JR.


STEVEN L. RISI (SEAL)

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared LOUIS J. RISI, JR. and STEVEN L. RISI, to me well known to be the persons described in and who executed and subscribed to the foregoing First Amendment to Articles of Incorporation, and they acknowledged before me that they executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County and State, this 16th day of April, 1996.


Notary Public, State of Florida
at Large

My commission expires:
6/8/99

