

4/26/96

FLORIDA DIVISION OF CORPORATIONS

((H96000005875))

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TO: DIVISION OF CORPORATIONS

FROM: GULF COAST APPAREL, INC.

409 E. BAY STREET

140 S. FLAGLER STREET

TALLAHASSEE, FL 32309

MIAMI, FL 33135

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GULF COAST APPAREL, INC.

FAX AUDIT NUMBER: H96000005875

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SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF CORPORATION
OF
GULF COAST APPAREL, INC.

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is GULF COAST APPAREL, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ELKINS & FREEDMAN
2101 West Commercial Blvd.
Suite 5400
Fort Lauderdale, Florida 33309
(305) 733-1330
Attorney: Alan J. Elkins, Esquire
Bar No.: 264512

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ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This Corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - PREEMPTIVE RIGHTS

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

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the initial principal office of this corporation is 13594 Cherry Tree Court, Fort Myers, Florida 33912 and the name of the initial registered agent of this corporation is STEPHEN RICHARD STEINBERG, whose address is 13594 Cherry Tree Court, Fort Myers, Florida 33912.

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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is STEPHEN RICHARD STEINBERG, 13594 Cherry Tree Court, Fort Myers, Florida 33912.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is: STEPHEN RICHARD STEINBERG
13594 Cherry Tree Court
Fort Myers, Florida 33912

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other

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IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 24th day of
April, 1996.

Stephen R. Steinberg
SUBSCRIBER

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

In pursuance of Chapter 40.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That GULF COAST APPAREL, INC.

desiring to organize under the laws of the State of FLORIDA
with its principal office, as indicated in the Articles of
Incorporation, at City of Fort Myers, County of Lee
State of Florida, has named STEPHEN
RICHARD STEINBERG located at 13594 Cherry Tree Court

(Street address and number of building;
post office box address not acceptable)

City of Fort Myers, County of Lee
State of Florida, as its agent to accept service of process with
the state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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Having been named to accept service of process for the
above corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By: Stephen R. Steinberg
(Resident Agent)

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TALLAHASSEE, FLORIDA