

P96000067896

COLODNY, FASS & TALENFELD, P.A.

2000 West Commercial Boulevard

Suite 232

Fort Lauderdale, Florida 33309

Michael Colodny
Joel S. Fass
Howard M. Talenfeld

Broward: (954) 492-4010

Dade: (305) 893-2224

Freshmile: (954) 492-1144

Maria Elena Abate
Wendy Beck
A. Margaret Hesford
Stuart B. Yanofsky

July 1, 1996

SECRETARY OF STATE
STATE OF FLORIDA
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE FL 32314

000001913840
-08/08/96--01079--008
***122.50 ***122.50

RE: Phoenix Apparel, Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of Phoenix Apparel, Inc. We also enclose a check in the amount of \$122.50 representing:

Filing fee	\$35.00
Certificate designating registered agent	\$35.00
Certified copy of Articles of Incorporation	\$52.50
TOTAL FEE:	\$ 122.50

as well as a self-addressed stamped envelope for your convenience in providing the undersigned with the Certificate designating registered agent, certified copy of Articles of Incorporation, and the charter number for this corporation.

Thanking you in advance for your prompt attention to this matter.

W-16502
kr 8-7

Very truly yours,

COLODNY, FASS & TALENFELD, P.A.

Wendy Beck

Wendy Beck

Enclosures:

Original and 1 of Articles
Check for \$122.50
Return envelope

FILED
96 AUG 14 11:25
STATE
TALLAHASSEE

8-15-96
KR



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 7, 1996

WENDY BECK
2000 WEST COMMERCIAL BOULEVARD
SUITE 232
FORT LAUDERDALE, FL 33309

SUBJECT: PHOENIX APPAREL, INC.
Ref. Number: W96000016502

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

The registered agent must sign accepting the designation.

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) 487-6052.

Kimberly Rolfe
Document Specialist

Letter Number: 596A00037687

** Registered agent has now executed.*

ARTICLES OF INCORPORATION
OF

PHOENIX APPAREL, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: Phoenix Apparel, Inc. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be that provided below:

- (a) To sue and be sued, complain, and defend in its corporate name;
- (b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (e) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.0833;
- (f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;
- (g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the

option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

- (h) To lend money, invest and reinvest in funds, and receive and hold real and personal property as security for repayment;
- (i) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;
- (j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;
- (k) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
- (l) To make donations for the public welfare or for charitable,, scientific, or educational purposes;
- (m) To transact any lawful business that will aid governmental policy;
- (n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers,

employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder;
- (q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity; and
- (r) To engage in international and domestic apparel wholesale and distribution.

ARTICLE III

The maximum number of shares that the corporation is authorized to have outstanding at any time shall be one thousand (1000) shares of common stock at no par value.

ARTICLE IV

The street address of the principal office of this corporation will be 190 NE 199th Street, Suite 100, North Miami Beach, Florida, 33179.

ARTICLE V

The initial street address of the Corporation's registered office is 2000 West Commercial Boulevard, Suite 232, Ft. Lauderdale, FL, 33309. The initial registered agent for the Corporation at that address is Wendy Beck.

ARTICLE VI

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeffery Bradshaw	190 NE 199th Street, Suite 100, North Miami Beach, Florida 33179
Mark H. Laufersweiler	190 NE 199th Street, Suite 100, North Miami Beach, Florida, 33179
Ronald P. Beck	190 NE 199th Street, Suite 100, North Miami Beach, Florida, 33179

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

ARTICLE VII

In pursuance of Chapter 48.091, Florida Statutes the following is submitted, in compliance with said Act:

First. That Phoenix Apparel, Inc., desiring to organize under the laws of the State of Florida with its registered office indicated in the Articles of Incorporation at 2000 West Commercial Boulevard, Suite 232, Ft. Lauderdale, Florida, 33309, has named Wendy Beck as its agent to accept service of process within this state. The undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

ACKNOWLEDGMENT:

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

Wendy Beck
Wendy Beck, Resident Agent

ARTICLE VIII

The name and address of the subscribers to the Articles of Incorporation and the amount of stock they agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Jeffery Bradshaw	190 NE 199th Street, Suite 100, North Miami Beach, Florida 33179	600
Mark H. Laufersweiler	190 NE 199th Street, Suite 100, North Miami Beach, Florida 33179	2 5 0
Ronald P. Beck	190 NE 199th Street, Suite 100, North Miami Beach, Florida, 33179	150

ARTICLE IX

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of

Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this _____ day of _____, 1996.

Jeffery Bradshaw
Jeffery Bradshaw

Mark H. Lauferweiler
Mark H. Lauferweiler

Ronald P. Beck
Ronald P. Beck

STATE OF OHIO :
COUNTY OF Ohio : SS.

The foregoing instrument (Articles of Incorporation for Phoenix Apparel, Inc.) was acknowledged before me this 14th day of July, 1996, by JEFFERY BRADSHAW and MARK H. LAUFERSWEILER, who are personally known to me or who have produced OH Drivers License as identification.

My commission expires: 8-17-97

Tommela J Fisher
Signature of Acknowledger

Tommela J Fisher
Typed/Printed Name of Acknowledger

Notary Public
Title or Rank

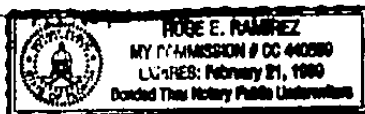


TOMMALA J. FISHER
NOTARY PUBLIC, STATE OF OHIO
My Commission Expires Aug. 17, 1997

Serial Number, if any

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 22ND DAY OF July, 1996, BY RONALD BECK WHO IS PERSONALLY



Rose E. Ramirez