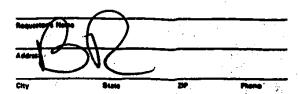
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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

January 22, 1997

EMPIRE

MIAMI, FL

SUBJECT: DESIGNER WEAR, INC. Ref. Number: P96000068372

We have received your document for DESIGNER WEAR, 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):

Article I of the Articles of Restatement should state that there are no amendments requiring shareholder approval. Please correct the document.

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) 487-6903.

Nancy Hendricks Corporate Specialist Letter Number: 297A00003154

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ARTICLES OF RESTATEMENT

TO

ARTICLES OF INCORPORATION

97 JAN 24 PH 12: 32
TALLAHASSEE FLORIDA

OF

DESIGNER WEAR, INC.

Pursuant to the provisions of section 607.1007, Florida Statutes, this corporation adopts the Restated Articles of Incorporation as follows:

THERE ARE NO AMENDMENTS REQUIRING SHAREHOLDER APPROVAL.

ARTICLE I

The restatement does not contain an amendment to the articles of incorporation and the Board of Directors has adopted the restatement.

ARTICLE II

The date of the restatement's adoption was December 31, 1996.

ARTICLE III

The restatement was approved by the Board of Directors. The number of votes cast for the amendment was sufficient for approval.

ARTICLE IV

The restatement is attached hereto for separate certification by the Department of State as the articles of incorporation currently in effect, without including the certificate information stated in the foregoing Articles I - IV.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Restatement to the Articles of Incorporation this 31st day of December, 1996.

Howard Weiser

Chairman of the Board of Directors

RESTATED ARTICLES OF INCORPORATION FOR DESIGNER WEAR, INC.

The undersigned submits the below Restatement of Articles of Incorporation under the laws of the State of Florida:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

DESIGNER WEAR, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue TWO MILLION ONE HUNDRED AND FIFTY THOUSAND SHARES (2,150,000) of ONE CENT (.01¢) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the Registered and Principal Office and Registered Agent at that office is:

Registered and Principal Office:

Sheridan Executive Centre 3475 Sheridan Street, Suite 301 Hollywood, Florida 33021 Registered Agent and Address:

Howard Weiser 8632 NW 54th Street Coral Springs, Florida 33067

ARTICLE VI - INCORPORATOR

The name and address of the incorporator signing the original Articles of Incorporation was:

Howard Weiser located at 8632 NW 54th Street, Coral Springs, Florida 33067

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation this 31st day December, 1996.

Howard Weiser - Chairman of the Board