

1201 HAYS STREET

TALLAHASSEE, FL 32304-6007

800-342-8086

904-22-917

904-22-039

796000092989



networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 153123 149395A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 13, 1996

ORDER TIME : 9:42 AM

ORDER NO. : 153123-005

CUSTOMER NO: 149395A

CUSTOMER: Ms. Kristine Napoles
BEATRIZ M. CAPOTE, P.A.

300002002913--5
-11/13/96--01104--010
****122.50 ****122.50

17th Floor
1101 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: MARILEN CHILDREN'S
CLOTHING CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
95 NOV 13 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FL 32304

NOV 13 1996
TALLAHASSEE, FL 32304

KR
11-13-96

ARTICLES OF INCORPORATION OF
MARILEN CHILDREN'S CLOTHING CORPORATION

ARTICLE I
NAME

The name of the Corporation is **Marilen Children's Clothing Corporation.**

ARTICLE II
DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III
PURPOSE

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

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the corporation is: **P.O. Box 52-5364, Miami, FL 33152-5364.**

ARTICLE V
MAILING ADDRESS

The mailing address of the corporation is: **P.O. Box 52-5364, Miami, FL 33152-5364.**

ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is **1101 Brickell**

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TALLAHASSEE, FLORIDA

Avenue, 17th Floor, Miami, FL 33131, and the name of the initial Registered Agent of this Corporation at that address is **BEATRIZ M. CAPOTE**.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

BEATRIZ M. CAPOTE

**1101 Brickell Ave., 17th Floor
Miami, FL 33131**

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

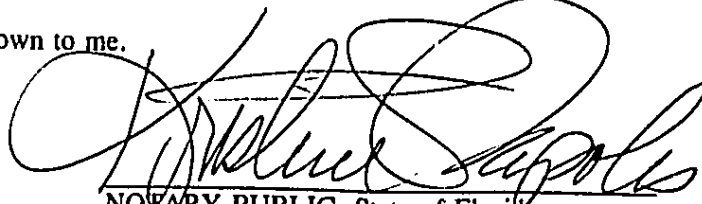
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of November, 1996.



BEATRIZ M. CAPOTE

STATE OF FLORIDA:
COUNTY OF DADE :

I HEREBY CERTIFY that on this 12th day of November, 1996, personally appeared
before me, an officer duly authorized to administer oaths and take acknowledgements, BEATRIZ
M. CAPOTE, who is personally known to me.



NOTARY PUBLIC, State of Florida
Print Name: KRISTINE NAPOLES

My Commission Expires:



KRISTINE NAPOLES
My Commission CC400645
Expires Dec. 03, 1998

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT MARILEN CHILDREN'S CLOTHING CORPORATION DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS
NAMED BEATRIZ M. CAPOTE, LOCATED AT 1101 BRICKELL AVENUE, 17TH
FLOOR, MIAMI, FLORIDA, 33131, ITS REGISTERED AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA.


BEATRIZ M. CAPOTE, Incorporator

DATE: 11-12-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


BEATRIZ M. CAPOTE

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TALLAHASSEE
FLORIDA