

P96000096255



THE COMPANY CORPORATION

1111 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

October 28, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/03/96--01109--005
*****70.00 *****70.00

RE: BLUES APPAREL INC
P3340242BLGRE

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for BLUES APPAREL INC

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Regina Cephas

Regina Cephas
Vice President

enc.

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96 NOV 26 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

308, 615, 671
W96-23506
B. REGISTER NOV 6 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 6, 1996

REGINA CEPHAS
1313 N MARKET STREET
WILMINGTON, DE 19801-1151

SUBJECT: BLUES APPAREL INC.
Ref. Number: W96000023506

We have received your document for BLUES APPAREL INC. and check(s) totaling \$70.00. However, your check(s) and document are being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 896A00050877



THE COMPANY CORPORATION

1411 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

November 19, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: BLUES APPAREL INC
P3340242BLGRE

Dear Sir or Madam:

Enclosed please find Certificate of Incorporation with corrections as requested for BLUES APPAREL INC. A copy of your recent correspondence is enclosed for reference.

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-800-542-2677, ext. 7003, with questions regarding the enclosed application.

Sincerely,

Regina Cephas
Director Corporate Filings

enc.

ARTICLES OF INCORPORATION
OF
BLUES APPAREL INC

FILED
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SECRET
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to incorporate under the corporate laws of the state of Florida do hereby certify the following:

- FIRST: The name of the corporation will be Blues Apparel Inc.
- SECOND: The address initial registered office of the corporation is 200- A John Knox Road, Tallahassee, FL 32303-6643. The name of agent at said address is Larry Wolfe.
- THIRD: The principal address of the corporation is 421 Plaza Real, Boca Raton, FL 33402.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act.
- FIFTH: The total authorized stock of this corporation is divided into 100 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
Mark Greenberg- 421 Plaza Real, Boca Raton, FL 33402.
- SEVENTH: The duration of this corporation is perpetual.
- EIGHT: This is a Close Corporation.
- NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:
Elizabeth Brown 1313 N. Market St., Wilmington DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 28th day of October, 1996.

State of Delaware

Elizabeth Brown
County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 28th day of October, 1996 by Elizabeth Brown.

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

Notary Public


This document was prepared by, Elizabeth Brown, 1313 Market Street, Wilmington, DE 19801 (302) 575-0440

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this BLUES APPAREL INC desiring to
organize under the laws of the state of Florida with its principal place of business located in the
city of Boca Raton, State of Florida, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

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 this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.


Larry Wolfe

November 18, 1996
Date

NOV 26 11:12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA