

P960000 97913

FLEMING, HAILE, & SHAW, P.A.  
ATTORNEYS

THREE GOLDEN BEAR PLAZA, SUITE 300  
11700 U.S. HIGHWAY ONE  
NORTH PALM BEACH, FLORIDA 33408

Telephone: (601) 627-8100  
Facsimile: (601) 622-7603

November 26, 1996

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-11/27/96--01077--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation of Golden Bear Apparel  
International, Inc.

Dear Sir or Madam:

Enclosed is the original Articles of Incorporation for the above referenced corporation, along with our check in the amount of \$70.00 to cover the filing fee for same. Please note that the effective date of the filing of these Articles is November 26, 1996.

I appreciate your cooperation in this matter.

Very truly yours,

FLEMING, HAILE & SHAW, P.A.

By: *Christy L Swendsen*  
Christy L. Swendsen,  
Legal Assistant

/cls  
Enclosures

*Dmc*  
*12/3/96*

EFFECTIVE DATE  
*11-26-96*

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Enclosures

TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
GOLDEN BEAR APPAREL INTERNATIONAL, INC.**

**FILED**

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TALLAHASSEE, FLORIDA

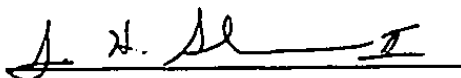
The undersigned, acting as the Incorporator of a corporation (the "Corporation") under the laws of the State of Florida as contained in the "Florida Business Corporation Act", Chapter 607 of the Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation for the Corporation:

1. The name of the Corporation is:  
**GOLDEN BEAR APPAREL INTERNATIONAL, INC.**
2. The initial mailing address of the Corporation is:  
11780 U.S. Highway One, Suite 300  
North Palm Beach, Florida 33408
3. The Corporation shall have perpetual existence.
4. The general purpose or purposes for which the Corporation is initially organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
5. The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00), all of one class.
6. The address of the initial registered office of the Corporation is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408. The Registered Agent at that address is FHS Corporate Services, Inc., a Florida corporation.
7. The name of the Incorporator is James H. Schnare II and his address is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.
8. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to these reservations.
9. The date when corporate existence shall begin shall be the 26th day of November, 1996, provided these Articles are filed with the Secretary of State within the time allowed by law.

EFFECTIVE DATE

11-26-96

IN WITNESS WHEREOF, the undersigned has this 26th day of November, 1996, made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.

  
James H. Schnare II, Incorporator

## ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Corporation. We are familiar with, and accept the obligations of, Section 607.0505 of the Florida Statutes.

FHS CORPORATE SERVICES, INC.,  
a Florida corporation

By: *James H. Schnare II*  
James H. Schnare II,  
Its President

## ACKNOWLEDGMENT

STATE OF FLORIDA           )  
COUNTY OF PALM BEACH )

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TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, James H. Schnare II, who is personally known to me or has produced \_\_\_\_\_ as identification, and well known to be the person described in and who executed the foregoing Articles of Incorporation and Acceptance By Registered Agent and acknowledged before me that he executed the same as his free act and deed for the uses and purposes therein expressed.

WITNESS my hand and seal this 26th day of November, 1996.

*Jacqueline L. Flournoy*  
Wacqueline L. Flournoy  
Print Name

Notary Public

SEAL:



JACQUELINE L. FLOURNOY  
My Commission CC898373  
Expires Jan. 29, 2000

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Prepared By:  
James H. Schnare II, Fla. Bar Number 332739  
Fleming, Haile & Shaw, P.A.  
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North Palm Beach, Florida 33408  
(561) 627-8100