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12/30/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIQUEZ

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NAME: RESORT APPAREL GROUP INC.

AUDIT NUMBER.....H96000018195

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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2002
12/31/96

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**Articles of Incorporation
of
Resort Apparel Group Inc.**

Article I. Name

The name of this Florida corporation is:
Resort Apparel Group Inc.

Article II. Address

The mailing address of the Corporation is:
Resort Apparel Group Inc.
254 Sulky Way
Wellington FL 33414

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Joe P. Fleming
254 Sulky Way
Wellington FL 33414

Article IV. Board of Directors

The name of each initial member of the Corporation's Board of Directors is:

Joe P. Fleming
Douglas Rocket

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code #125)
Miami Beach FL 33139-6629
(305) 672-0886

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code #125)
Miami Beach FL 33139-6629

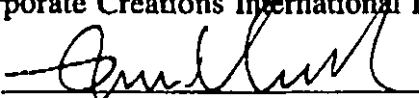
Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective January 1, 1997

The undersigned incorporator executed these Articles of Incorporation on
December 30, 1996

Corporate Creations International Inc.

By: _____


Luis A. Uriarte Vice President

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Resort Apparel Group Inc.

REGISTERED AGENT:
Joe P. Fleming
254 Sulky Way
Wellington FL 33414

FILED
DEC 31 11:10 AM
1996
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Joe P. Fleming
by L.A. Uriarte as attorney-in-fact

Date: December 30, 1996

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