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August 6, 1997

BY FEDERAL EXPRESS

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

800002260528--3
-08/07/97--01048--014
****122.50 ****122.50

Re: Beta International Apparel, Inc., a Florida corporation

EFFECTIVE DATE
8-9-97

Dear Sir/Madam:

Enclosed for filing is one (1) original and a duplicate original of the Articles of Incorporation of the Corporation, together with the designation of and acceptance by the registered agent. In addition, enclosed is this firm's check payable to the Department of State of Florida in the amount of One Hundred Twenty-Two and 50/100 (\$122.50) Dollars to pay the following fees and costs:

Filing Fee	\$35.00
Certified copy	52.50
Registered Agent designation	<u>35.00</u>
Total	\$122.50

At the earliest convenience, please provide the undersigned attorney with a certified copy of the enclosed Articles of Incorporation.

Should you have any questions regarding this matter, please do not hesitate to call me.

Very truly yours,

ROLLNICK & LINDEN, P.A.

Ignacio E. Arango
IGNACIO E. ARANGO

IEA/mob
Enclosures

cc: Juan Betances

W:\109776001\LTR.DEPART STATE2\IEA.WPD

FILED
97 AUG -7 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09774-40357

ARTICLES OF INCORPORATION
OF
BETA INTERNATIONAL APPAREL, INC.

The undersigned incorporator hereby executes, acknowledges, adopts and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under Florida Business Corporation Act (the "Act").

FILED
97 AUG 27 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
8-4-97

ARTICLE I - Name

The name of the corporation is **BETA INTERNATIONAL APPAREL, INC.**

ARTICLE II - Principal Office

The initial principal place of business or mailing address of the Corporation shall be:

2200 - 2250 West 8th Avenue
Hialeah, Florida 33010

ARTICLE III - Term of Existence

The Corporation shall commence its corporate existence as of execution and acknowledgment of these Articles, and shall have perpetual existence, unless sooner dissolved.

ARTICLE IV - Purposes

The Corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article V - Authorized Shares

The Corporation is authorized to issue one thousand (1,000) shares of common stock having a par value of \$1.00 each, entitled to one (1) vote each. All of said stock shall be payable in cash, property, real or personal, or labor of services in lieu of cash, at a just valuation to be fixed by the board of directors of the Corporation.

ARTICLE VI - Preemptive Rights

Each shareholder of the Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in the Corporation that may from time to time be issued (whether or not presently authorized) in the ratio that the number of shares it holds at time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise such right and pay for the shares or other securities preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the price, terms and conditions of the issue of the shares and inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholders to the Corporation within thirty (30) days of receipt of the notice from the Corporation.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a special meeting called for that purpose, may be exercised

or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have two(2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation.

Once a quorum at a directors' meeting has been established, the affirmative vote of a majority of the directors present is the act of the directors.

ARTICLE VIII - Indemnification

The Corporation shall have the power to indemnify and insure, at the discretion of its board of directors, or its shareholders, or an independent legal counsel, to the fullest extent permitted and in the manner provided by the Act, its directors, officers or other persons exercising their powers and duties (the "Persons"), including when such Persons are, or were, serving in any such capacity, at the request of the Corporation, in another Corporation or enterprise, whenever such Persons are made a party, or are threatened to be made a party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE X - Amendment of Articles

These Articles may be amended at any time by a vote of the majority of the voting stock of the Corporation outstanding, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

ARTICLE XI - Incorporator

The name and address of the Incorporator is:

Name:

Address:

Juan Betances

2200 - 2250 West 8th Avenue
Hialeah, Florida 33010

ARTICLE XII - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 2200 - 2250 West 8th Avenue, Hialeah, Florida 33010, and the name of the initial registered agent of the Corporation at that address is Rafael Antonio Garcia Ortiz that accepts his designation as the registered agent of the Corporation for the service of process thereto.

IN WITNESS WHEREOF, the undersigned, hereby executes and files these Articles of Incorporation in the City of Miami, State of Florida, on the 4th day of August, 1997.

Juan R. Betances (SEAL)
Incorporator

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

Pursuant to the provisions of §607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered agent and the registered office in the State of Florida:

1. The name of the Corporation is:

BETA INTERNATIONAL APPAREL, INC.

2. The name and address of the registered agent and office is:

Rafael Alexander Garcia Ortiz
2200 - 2250 West 8th Avenue
Hialeah, Florida 33010

Juan R Betances
JUAN BETANCES
Incorporator

Date: 8/4/97

ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND
I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA
STATUTES.

Rafael Alexander Garcia Ortiz
RAFAEL ALEXANDER GARCIA ORTIZ

Date of execution: AUGUST 4, 1997.

FILED
JUL 11 11:37
CLERK OF STATE
TALLAHASSEE, FLORIDA