

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

CERTIFIED COPY

COPY

✓ PHOTO COPY

✓ FILING Pro Act

1.) New Men's Warehouse - Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

"When you need ACCESS to the world"

CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU

900002500679--3
-04/27/98--01011--019
*****70.00 *****70.00

FILED
98 APR 27 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 APR 27 AM 9:53
DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

NEW MEN'S WAREHOUSE INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

NEW MEN'S WAREHOUSE INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 20505 South Dixie Highway, Miami, Florida 33189.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock at no par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Mr. Hollis Palmer, 20505 South Dixie Highway, Miami, Florida 33189.

ARTICLE V - DIRECTOR(S)

The name(s) of the initial director(s) is(are): Mr. Hollis Palmer, 20505 South Dixie Highway, Miami, Florida 33189.

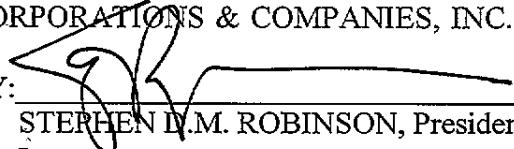
ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Corporations & Companies, Inc., Stephen D.M. Robinson, President, Suite 300A, Two Greenville Crossing, 4001 Kennett Pike, Wilmington, Delaware 19807.

The undersigned has executed these Articles of Incorporation this 23rd day of April, 1998.

CORPORATIONS & COMPANIES, INC.

BY:


STEPHEN D.M. ROBINSON, President
Incorporator

FILED
98 APR 27 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: NEW MEN'S WAREHOUSE INC.
2. The name and street address of the registered agent and office is:

Mr. Hollis Palmer
20505 South Dixie Highway
Miami, Florida 33189

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


HOLLIS PALMER

4-22-98

Date

FILED
98 APR 27 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA