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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: MIAMI ACTIVEWEAR DISTRIBUTION INC.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 15, 1998

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SUBJECT: MIAMI ACTIVEWEAR DISTRIBUTION INC.
REF: W98000016052

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Becky McKnight
Document Specialist

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ARTICLES OF INCORPORATION

OF

MIAMI ACTIVEWEAR DISTRIBUTION INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be Miami Activewear Distribution Inc.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be 3400B N.W. 74th Avenue, Miami, Florida 33122.

ARTICLE II

PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- a) To transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.
- b) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

PREFERRED AND STOCK

The maximum number of shares that this corporation is to have outstanding at any one time two thousand (2,000) shares, divided into two classes. The consideration to be paid for each share shall be fixed by the board of directors, but in no event shall be less than \$.50. The designations, preferences, qualifications, limitations, restrictions and special or relative rights of the

Nathan I. Leder, Esq.
5200 Blue Lagoon Dr., #600
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(305) 267-9200
Florida Bar #0168606

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preferred shares and their rights with respect to the Common shares shall be fixed and determined by the Board of Directors at the time of issuance, except as provided herein. The designation of each class and the number of shares of each class are as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE PER SHARE</u>
Common	1,000	\$.50 per share
Preferred	1,000	\$.50 per share

a) Issuance of Preferred Shares

The preferred shares authorized shall be six (6%) percent non-cumulative preferred; shall be entitled to receive dividends at the rate of six (6%) percent per annum as provided herein; shall be redeemable as provided herein; shall on any liquidation, dissolution or winding up of the corporation receive the amount paid up thereon plus all accrued and unpaid dividends as provided herein.

b) Dividend - Time of Payment

The holder of the preferred shares shall be in preference to the holders of the common shares and shall be entitled to received dividends out of any funds legally available for this purpose, as and when declared by the Board of Directors. The dividend rate is six (6%) percent per annum and payable quarterly on the last days of January, April, July and October, respectively in each year, for the quarterly period end on each respective payment date.

c) Non-Cumulative Rights

The right to dividends or preferred shares shall not be cumulative. No right shall accrue to the holders of these shares by reason of the Board of Directors' failure to pay, declare, or set apart dividends for the shares of any period stated above.

d) Liquidation Preferences:

(i) Voluntary Dissolution

In the event of any voluntary liquidation, dissolution, or winding up of the affairs of the corporation, then, before any distribution or payment shall be made to the holders of the common shares, the holders of the preferred

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shares shall be entitled to be paid in full the respective amounts fixed in accordance with the provisions of subparagraph IV(a) of this Article IV, together with accrued dividends to such distribution payment date, whether or not earned or declared.

(ii) Involuntary Dissolution

In the event of any involuntary liquidation, dissolution, or winding up of the affairs of the corporation, then, before any distribution or payment shall be made to the holders of the common shares, the holders of the preferred shares shall be entitled to be paid in full an amount equal to the amount paid up thereon together with accrued dividends to such distribution or payment date, whether or not earned or declared.

e) Voting Rights

Except as otherwise provided in these articles or by law, the holders of the common shares and the preferred shares shall be entitled to attend all shareholders' meetings and shall have one (1) vote thereat for each such share then held by them respectively.

f) Non-Participating Dividends

Holders of preferred shares shall be entitled to the dividends provided pursuant to Subparagraph IV(a) and no more, except as the Board of Directors may prescribe pursuant to the provisions of Subparagraph IV(a) or as determined by the Board of Directors. Subject to the rights of the holders of preferred shares set forth in this Subparagraph, and as determined by the Board of Directors, holders of common shares may receive dividends in excess of the sum per annum provided for in this Article IV out of any funds of the corporation legally available for this purpose as and when declared by the Board of Directors.

ARTICLE V

TERM

This corporation shall have perpetual existence.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

H98000013113 3

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The Registered Agent for this corporation shall be Nathan I. Leder, and the Registered Office shall be located at 5200 Blue Lagoon Drive, Suite 600, Miami, Florida 33126, or at such other place as the board of directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE VII

DIRECTORS

This corporation shall have not less than one (1) nor more than nine (9) directors, as set forth in the By-Laws. The names and street addresses of the first board of directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
NATHAN I. LEDER	5200 Blue Lagoon Drive Suite 600 Miami, Florida 33126

ARTICLE VIII

SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation is Nathan I. Leder, 5200 Blue Lagoon Drive, Suite 600, Miami, Florida 33126.

ARTICLE IX

SPECIAL PROVISIO

Any action taken by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any

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time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting, in writing, and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the board of directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws, by that vote.

ARTICLE X

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them

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shall be open to inspection of shareholders; and no shareholder shall have the right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or board of directors.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XII

TELEPHONE MEETING AUTHORIZED

Members of the board of directors or of any executive committee designated by the board of directors in accordance with law shall be deemed present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons is used.

ARTICLE XIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida this 14th day of July, 1998.


NATHAN I. LEDER

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STATE OF FLORIDA)
COUNTY OF FLORIDA)

SS:

BEFORE ME, the undersigned authority, this day personally appeared Nathan I. Leder, who is personally known to me or who produced _____ as identification, and who did not take an oath, to be the individual described in and who executed the foregoing Articles of Incorporation of MIAMI ACTIVEWEAR DISTRIBUTION INC., and that he acknowledged before me that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 14th day of July, 1998.

Stephanie Kienzle

Notary Public, State of Florida
Printed Name: Stephanie Kienzle

My commission expires:

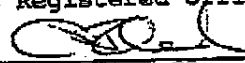
OFFICIAL NOTARY SEAL
STEPHANIE KIENZLE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC37241
MY COMMISSION EXP. JUNE 11, 1998

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CERTIFICATE ACCEPTING DESIGNATION
AS
REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of MIAMI ACTIVEWEAR DISTRIBUTION INC., and agree to serve as its agent to accept service of process within this State as its Registered Office.


NATHAN I. LEDER

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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