

NOV- 3-98 TUE 1:01 PM

P. 1

P98000093242

TERESA98 FLORIDA DIVISION OF CORPORATIONS  
12:01 PM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

((H98000020427 4))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735  
(850)561-1025

FAX #:

NAME: AMERICAN APPAREL MANUFACTURING INTERNATIONAL AUDIT  
NUMBER.....H98000020427 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 6 CERT. COPIES.....0  
DEL.METHOD.. FAX EST.CHARGE.. \$70.00 NOTE: PLEASE PRINT THIS PAGE AND USE IT  
AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES  
OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

FILED  
98 NOV -3 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 11/3/98

FILED

98 NOV -3 PM 1:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
AMERICAN APPAREL MANUFACTURING INTERNATIONAL, INC.**

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE ONE**

The name of the corporation shall be **AMERICAN APPAREL MANUFACTURING INTERNATIONAL, INC.** The duration of existence of this corporation shall be perpetual, or until such time as said corporation is by due process of law, dissolved.

**ARTICLE TWO**

The general nature and objects of the business or businesses to be transacted by this corporation shall be manufacturing, distributing, and/ or contracting to manufacture or distribute apparel:

(a) To buy, sell, lease or rent a building in which to carry on its lawful activities under the Articles of Incorporation.

(b) To purchase, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange and otherwise dispose of all or any part of its property.

(d) To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute 607.0833.

(e) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;

Prepared by:  
James D. Haley, FLBar #928569  
2122 Hollywood Blvd.  
Hollywood, FL 33020  
954-922-7002, fax 954-925-0094

#92000020427

(f) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds and other obligations (which may be converted into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation, a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion or attainment of the business of the contracting corporation;

(g) To lend money, invest and reinvest its funds; and receive and hold real and personal property as security for repayment;

(h) To make donations for the public welfare or for charitable, scientific or educational purposes;

(i) To transact any lawful business that will aid governmental policy;

(j) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

(k) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees and agents and for any or all of the current or former directors, officers, employees and agents of its subsidiaries;

(l) To provide insurance for its benefit on the life of any of its directors, officers or employees or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

(m) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other entity.

#92000020427

1198000020427

### **ARTICLE THREE**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 Shares of Common Stock par value of one Dollar per share. The stock so issued shall be fully paid and non-assessable as follows:

- 50 shares to Renee Haley
- 50 shares to Richard Kucera

### **ARTICLE FOUR**

The amount of capital with which this corporation will begin business is \$100.00:

### **ARTICLE FIVE**

The initial post office address of this corporation shall be located at 4020 Galt Ocean Drive #810, Ft. Lauderdale, Florida 33308 and the corporation may have such other places of business, both within and without the State of Florida, or in foreign countries, as may be determined by the Board of Directors.

### **ARTICLE SIX**

The business of the corporation shall be conducted by a Board of Directors of not less than one (1) nor more than four (4) Directors; the exact number of Directors and their salaries shall be fixed by the By-Laws of the corporation.

### **ARTICLE SEVEN**

The names and post office addresses of the first Board of Directors of the corporation who shall hold office until the organizational meeting of this corporation and until their successors are elected and have qualified, are as follows:

1. President/Secretary: Renee Haley, 4020 Galt Ocean Drive, #810, Ft. Lauderdale, FL 33308
2. Vice President/Treasurer: Richard Kucera, 3480 N.W. 41st Street, Miami, FL 33142

### **ARTICLE EIGHT**

The name and post office addresses of the first officers of the corporation who shall hold office until the organizational meeting of this corporation and until their successors are elected and have qualified are as follows:

1. President/Secretary: Renee Haley, 4020 Galt Ocean Drive, #810, Ft. Lauderdale, FL 33308

1198000020427

1198000030427

2. Vice President/Treasurer: Richard Kucera, 3480 N.W. 41st Street, Miami, FL 33142

Specific provisions for the regulation and government of this corporation are as follows:

1. The annual meeting of the stockholders and Board of Directors of this corporation shall be fixed by the By-Laws.

2. Any meeting of the stockholders and Board of Directors may be held within or without the State of Florida.

3. The officers of the corporation shall be a president, vice-president and a secretary/treasurer and such other officers as the Board of Directors may deem necessary. Any one person may hold two of the said offices.

4. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon.

5. Any Director, Officer or Agent elected by the stockholder, or by the Board of Directors, may if the By-Laws of the corporation so provide be removed at any time with or without cause, or with or without notice, in such a manner as provided by the By-Laws of the corporation.

#### **ARTICLE NINE**

The street address of the initial registered office of this corporation is and the name of the initial registered agent of this corporation is James D. Haley, P.A., a Florida Corporation located at 2122 Hollywood Blvd., Hollywood, FL 33020.

#### **ARTICLE TEN**

The Board of Directors from time to time, shall determine whether and to what extent and what time and place, and under what conditions and regulations and accounts and books of the corporation or any of them, shall be opened to inspection of the stockholders and no stockholder shall have the right to inspect any account or document of the corporation except permitted by statute or Board of Directors or by resolution of the stockholders.

#### **ARTICLE ELEVEN**

The name and address of the Incorporator signing these articles is:

James D. Haley

President, James D. Haley, P.A., a Florida corporation, \_\_\_\_\_

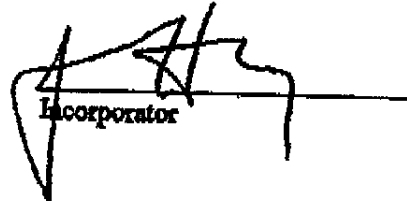
1198000030427

119800020427

2122 Hollywood Blvd., Hollywood, FL 33020

IN WITNESS WHEREOF, the undersigned have made and subscribed to the Articles of Incorporation of AMERICAN APPAREL MANUFACTURING INTERNATIONAL, INC. at Hollywood, Florida, this 3 day of November, 1998.

James D. Haley, P.A.  
2122 Hollywood Blvd.  
Hollywood, FL 33020  
By James D. Haley, President

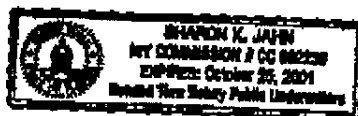
  
Incorporator

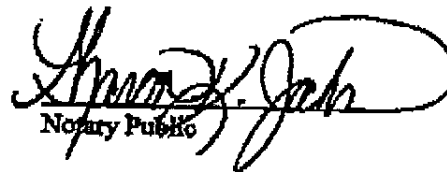
STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared James D. Haley, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that (s)he executed the same, that I relied upon the following form of identification of the above-named person Florida Driver's License and that an oath was/was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 3<sup>rd</sup> day of November, 1998.



  
Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
DOMICILE FOR THE SERVING OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

119800020427

1178000030427

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

First that **AMERICAN APPAREL MANUFACTURING INTERNATIONAL, INC.**, desiring to organize or qualify under the laws of the State of Florida, has named **James D. Haley, P.A.**, a Florida corporation, located at 2122 Hollywood Blvd., Hollywood, Florida 33020 its agent to accept service of process within Florida.

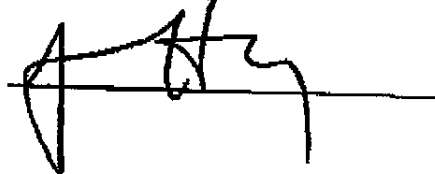
DATED: November 3, 1998 \_\_\_\_\_

  
James D. Haley, President

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

DATED: November 3, 1998 \_\_\_\_\_

James D. Haley, P.A.  
by James D. Haley, President



FILED

98 NOV -3 PM 1:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1178000030427