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FROM: EMPIRE CORPORATE KIT COMPANY
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FAX #: (305)541-3770

NAME: NEXT LEVEL APPAREL, INC.
AUDIT NUMBER.....H98000020962
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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ARTICLES OF INCORPORATION
OF
NEXT LEVEL APPAREL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

- FIRST: The name of the Corporation is NEXT LEVEL APPAREL, INC. (the "Corporation").
- SECOND: The street address of the initial principal office and mailing address of the Corporation is 11801 Northwest 101st Road, Suite 3, Medley, Florida 33178.
- THIRD: The Corporation is authorized to issue 1,000 shares of common stock, par value \$.01 per share.
- FOURTH: The street address of the initial registered office of the Corporation is: 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH: The name and address of the incorporator of the Corporation is: Dale S. Bergman, Broad and Cassel, 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: The Corporation shall have two directors initially and the number of directors may be increased from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors are as follows:

THIS DOCUMENT PREPARED BY:
MANUEL R. VALCARCEL, IV, ESQUIRE
Florida Bar Number 0079911
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131
(305) 373-9466

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Juan C. Zighelboim
11801 Northwest 101st Road
Suite 3
Medley, Florida 33178

Samuel M. Waksman
11801 Northwest 101st Road
Suite 3
Medley, Florida 33178

EIGHTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of November, 1998.



Dale S. Bergman, Incorporator

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC., a
Florida corporation

By: Anna Salgado
Anna Salgado, Vice President

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TALLAHASSEE, FLORIDA

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