

TRANSMITTAL LETTER

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-07/09/99--01020--002
*****87.50 *****87.50

SUBJECT: APPAREL OPTIONS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy
☒ \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: HEATHER GALLOWAY % HUNTON & WILLIAMS
Name (Printed or typed)

201 S. BISCAYNE BLVD., MIAMI CENTER SUITE 2950
Address

MIAMI, FLORIDA 33131
City, State & Zip

(305) 810-2522
Daytime Telephone number

FILED
99 JUL -9 PM 6:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

D. BROWN JUL 15 1999

FILED

99 JUL -9 PM 6: 07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPAREL OPTIONS, INC.

ARTICLES OF INCORPORATION

ARTICLE I

NAME

The name of the corporation is Apparel Options, Inc. (the "Corporation").

ARTICLE II

PURPOSES

The purposes for which the Corporation is organized are to: (a) engage in any activities in connection with the manufacturing and/or sale of apparel or other fabric goods, including but not limited to owning, operating, managing or leasing any facilities or real estate, and performing any ancillary services related thereto; (b) enter into agreements, if any, to become a member of an entity that would be in the Corporation's best interest; and (c) transacting any and all lawful business for which a corporation may be organized under the laws of the State of Florida that is incident, necessary, and appropriate to accomplish the foregoing.

ARTICLE III

SHARES OF STOCK

The Corporation shall have authority to issue 100 shares of common stock, having a par value of \$0.01 per share.

ARTICLE IV

FORM

Notwithstanding any other provisions of these articles of incorporation, any other provision of law applicable to the Corporation, and as specified in Sections 1361 and 1362 of the Internal Revenue Code of 1986 (the "Code"), as it may be amended from time to time, the Corporation shall *not* (a) have more than 75 shareholders of record at any time, (b) have a shareholder who is not an individual, certain estates, or trusts described in Section 1361(c)(2), or its successor section, of the Code; (c) have a nonresident alien of the United States as a shareholder; and (d) issue more than one class of stock. In addition, stock shall be issued and transferable only to natural persons, certain estates, or trusts as defined in Section 1361(c)(2), or its successor section, of the Code.

ARTICLE V

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at 6861 Fearn Drive, Miami Lakes, Florida 33014, and the initial registered agent of the Corporation shall be Don Cilley, who is a resident of Florida and whose business address is the same as the address of the initial registered office.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator is:

Don Cilley
6861 Fearn Drive
Miami Lakes, Florida 33014

ARTICLE VII
PRINCIPAL OFFICE

The address of the initial principal office and the mailing address of the Corporation is:

6861 Fearn Drive
Miami Lakes, Florida 33014

ARTICLE VIII
INDEMNIFICATION

8.1. The Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent of another corporation, partnership, joint venture, trust or other enterprise, against liability incurred in connection with such proceeding, including any appeal thereof, except for liability resulting from such person's having engaged in willful misconduct or a knowing violation of any criminal law or any federal or state securities law. The termination of any such proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that the person to be indemnified hereunder did not act in good faith or in a manner that he or she believed to be in the best interests of the Corporation or had reasonable cause to believe that his or her conduct was unlawful.

8.2. The Corporation shall indemnify any person who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses and amounts paid in settlement not exceeding the estimated expense of litigating the proceeding to conclusion, estimated by the board of directors of the Corporation (the "Board"), actually and reasonably

incurred in connection with the defense or settlement of such proceeding, unless he engaged in willful misconduct or a knowing violation of the criminal law.

8.3. To the extent that a director, officer, employee, or agent of a corporation has been successful on the merits or otherwise in defense of any proceeding referred to in Section 8.1 or 8.2, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith.

8.4. Any indemnification under Section 8.1, 8.2, or 8.3 shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the applicant is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 8.1, 8.2, or 8.3. The determination shall be made:

(a) By the Board by a majority vote of a quorum consisting of directors not at the time parties to such proceeding;

(b) If a quorum cannot be obtained under paragraph (a) of this Section 8.4, by majority vote of a committee duly designated by the Board (in which designation directors who are at the time parties to such proceeding may participate), consisting solely of one or more directors not at the time parties to the proceeding;

(c) By independent legal counsel (1) selected by the Board or its committee in the manner prescribed in paragraph (a) or (b) of this Section 8.4 or (2) if a quorum of the Board cannot be obtained under paragraph (a) of this Section 8.4 and a committee cannot be designated under paragraph (b) of this Section 8.4, selected by majority vote of the full Board, in which selection directors who are at the time parties to such proceeding may participate; or

(d) By the shareholders of the Corporation by a majority vote of a quorum consisting of shareholders who were not at the time parties to such proceeding, or if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding.

8.5. Any evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is appropriate, except that if the determination of

indemnification is made by independent legal counsel, the evaluation as to reasonableness of expenses shall be made by the persons selecting such counsel and specified in Section 8.4(c).

8.6. The Corporation may pay for reasonable expenses incurred by an officer or director in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or director to the Corporation to repay such amount to the Corporation if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article. Expenses incurred by other employees or agents may be paid in advance upon such terms or conditions that the Board deems appropriate.

8.7. The Board is hereby empowered to cause the Corporation, by majority vote of a quorum consisting of disinterested Directors, to indemnify or advance expenses of any person not indemnified in Section 8.1 or 8.2 of this Article who was, is or may become a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent of another corporation, partnership, joint venture, trust or other enterprise, except that no indemnification or advancement of expenses shall be made for any person who engaged in willful misconduct, in knowing violation of any criminal law, in a transaction from which such person derived an improper personal benefit, or in the case of a director a circumstance under which the liability provisions of Section 607.0834, or its successor, of the Florida Business Corporation Act, are applicable.

8.8. Indemnification and/or advancement of expenses shall continue to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when such indemnification and/or advancement is authorized or ratified.

8.9. Except for in the manner provided for in Sections 8.1 to 8.8, a director, officer, employee, or agent of the Corporation or their respective heirs, executors, and administrators may not apply for indemnification or advancement of expenses to the court conducting the proceeding or any other court.

ARTICLE IX
SEVERABILITY

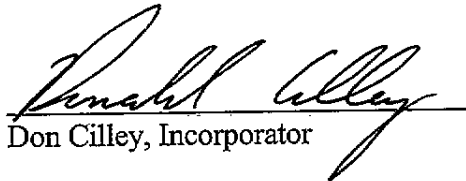
Each provision of these Articles of Incorporation shall be severable, and an adverse determination as to any such provision shall in no way affect the validity of any other provision.

ARTICLE X
DIRECTORS

The number of Directors constituting the Board of Directors shall be established by the Corporation's bylaws.

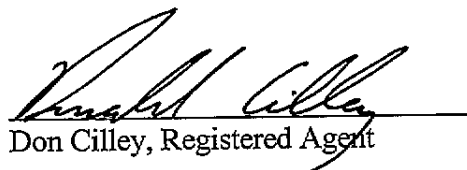
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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts these Articles of Incorporation.


Don Cilley, Incorporator

6/14/99
Date

Having been named as registered agent and to accept service of process for the above named Corporation at the registered office designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity until removed or replaced as provided for by applicable law of the State of Florida. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as registered agent, and I am familiar with and accept the obligations of my position as registered agent.


Don Cilley, Registered Agent

6/14/99
Date

FILED
99 JUL - 9 PM 6:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA