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**John C. Smith**

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Admitted in Florida, Virginia, and Colorado  
Registered to Practice Before the  
U.S. Patent & Trademark Office

FILED  
SEP 16 1999  
TALLAHASSEE, FLORIDA

September 10, 1999

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

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-09/16/99--01020--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: TEAM APPAREL GROUP, INC.

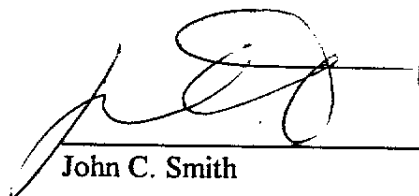
To Whom It May Concern:

Enclosed herewith are two duly-executed copies of the Articles of Incorporation for the above-captioned corporation.

Please file the enclosed Articles of Incorporation and, upon completion of the filing process, certify and return to us one certificate under seal. We have enclosed a check in the amount of \$78.75 to cover incorporation, registered agent and certificate of status fees.

Thank you for your assistance in this matter

Sincerely,

  
John C. Smith

F. CHESMAN

SEP 21 1999

JCS/jgs  
Enclosures

799 40249

**ARTICLES OF INCORPORATION**

**OF**

**TEAM APPAREL GROUP, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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:

**TEAM APPAREL GROUP, INC.**

**ARTICLE II**

**PURPOSES**

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

(a) To engage in the manufacture and sale of apparel, such as men's, women's, and children's clothing, including hats, caps, shirts, t-shirts, slacks, shorts, blouses, dresses, swim wear, sweat shirts, sweat pants, sleep wear, gloves, jogging suits, and belts.

(b) To build, purchase, take, receive, lease, or otherwise acquire, own, hold, use, maintain, alter, repair, and improve, sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of buildings, structures, works and improvements of all kinds; to plan, establish, furnish, decorate, equip, improve, maintain, lease, sublease, sell, convey, exchange and transfer space, offices, warehouses, rooms, suites and apartments; and to manufacture, purchase or otherwise acquire, own, use, install, maintain, repair, operate and deal in and with, and sell, mortgage, pledge, lease, or otherwise dispose of fixtures, improvements and furnishings of all kinds and any articles, materials, machinery, equipment and property used for or in connection with any business or property of the corporation.

(c) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deeds of trust, pledge or other lien; or the assumption thereof.

(d) To enter into, perform and carry out contracts of any kind necessary to or in connection with or incidental to the accomplishment of any one or more of the purposes of the corporation.

(e) To transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

(f) To engage in any and all lawful acts or activities related to any of the above.

### **ARTICLE III**

#### **CAPITAL STOCK**

The maximum number of shares that this corporation is to have outstanding at any one time is 1,000 shares of common stock, having a nominal or par value of \$.50 per share. 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.

#### **ARTICLE IV**

##### **TERM**

This corporation shall have perpetual existence.

#### **ARTICLE V**

##### **REGISTERED AGENT AND REGISTERED OFFICE**

The Registered Agent for the corporation shall be JOHN C. SMITH and the Registered Office shall be located at 4800 N. Federal Highway, Suite A-207, Boca Raton, Florida 33431, or such other person or 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 the law.

#### **ARTICLE VI**

##### **DIRECTORS**

This corporation shall have not less than 1 nor more than 5 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:

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Name

Street Address

Leonard Marshall

c/o John C. Smith, P.A.  
4800 N. Federal Highway, Suite A-207  
Boca Raton, Florida 33431

Susan Guerrero

2650 Ocean Parkway  
Brooklyn, New York 11235

Julian Desouza

9750 N.W. 33<sup>rd</sup>, #114  
Coral Springs, Florida 33064

Edward Dubner

1341 St. Tropez Circle  
Unit Number 5  
Weston, Florida 33326

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**ARTICLE VII**

SUBSCRIBER

The name and street address of the subscriber to the Articles of Incorporation is: Leonard Marshall, c/o John C. Smith, P.A., 4800 N. Federal Highway, Suite A-207, Boca Raton, Florida 33431.

## **ARTICLE VIII**

### **SPECIAL PROVISIO**

Any action 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 time prior to, during or subsequent to such meetings 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 given to all shareholders, as required by law or 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 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.

## **ARTICLE IX**

### **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 shall be open to inspection of shareholders; and no shareholder shall have any right to inspect any account, book, or document of this Corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

## **ARTICLE X**

### **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 XI

### 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 XII

### AMENDMENT

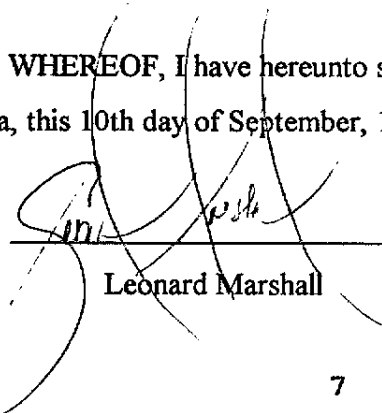
These Articles of Incorporation may be amended in the manner provided by law.

## ARTICLE XIII

### PRINCIPAL OFFICE

The principal office shall be: 4800 N. Federal Highway, Suite A-207, Boca Raton, Florida 33431.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton, Palm Beach County, Florida, this 10th day of September, 1999.

  
\_\_\_\_\_  
Leonard Marshall (SEAL)



**CERTIFICATE ACCEPTING DESIGNATION**

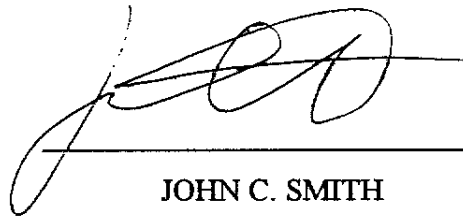
**AS**

**REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as  
Registered Agent of:

Team Apparel Group, INC.

and agree to serve as its agent to accept service to process within this State at its Registered  
Office.

  
\_\_\_\_\_  
JOHN C. SMITH

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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