

MRD 6-30-98

07-09-1998



RECEIVE

JUN 30 1998

To the Honorable Commissioner

1. Name of conveying party(ies):

100757597

Sportswear Holdings International Corp  
c/o Global Orbit Industries, Inc.  
1410 Broadway, Suite 2202  
New York, NY 10018

of original documents or copy thereof.

s of receiving party(ies):

Internal Address:

Street Address: 1410 Broadway, Suite 2202

City: New York State: NY ZIP: 10018

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: March 16, 1998

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Florida
- Other

If assignor is not domiciled in the United States, a domestic representative designation is attached  Yes  No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

See attached Exhibit A.

B. Trademark registration No.(s)

See attached Exhibit A.

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Carlos J. Deupi, Esq.

Internal Address: Akerman, Senterfitt & Eidson, P.A.

Street Address: One S.E. Third Avenue  
28th Floor

City: Miami State: FL ZIP: 33131

6. Total number of applications and registrations involved:

16

7. Total fee (37 CFR 3.41): \$ 340.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

CARLOS J. DEUPI

Name of Person Signing

Signature

3-24-98

Date

Total number of pages comprising cover sheet:

2

OMB No. 0651-0011 (Rev. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

07/08/1998 DC/MATES 00000161 1132754

01 FC:482

75.00 DP

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

**EXHIBIT A**

**1. TRADEMARK REGISTRATIONS**

<b><u>Trademark</u></b>	<b><u>Registration/Serial Number</u></b>
Counterparts	1,132,754
Counter-Part	826,929
Counterclassics	1,761,455
Counter Stretch	1,718,302
Counter Stretch by Counterparts and Design Part One	1,792,705
Counter Fit	1,783,499
Instant Fit	1,971,633
Flip Clip and Design	1,971,452
	2,028,282

**2. Trademark Applications**

Counter Knits by Counterparts and design	75/424,617
Counter Cottons	75/424,891
Counter Sport	75/424,615
Contour Fit by Counterparts	75/424,895
Performa Gab	75/310,912
Union Square	75/310,904
Particulars by Counterparts	75/424,895

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of COUNTERPARTS SPORTSWEAR, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is P97000106217.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Eighteenth day of March, 1998



CR2EO22 (2-95)

*Sandra B. Northam*

Sandra B. Northam  
Secretary of State

**ARTICLES OF INCORPORATION  
OF  
SPORTSWEAR HOLDINGS INTERNATIONAL CORP.**

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

**ARTICLE I  
NAME**

The name of the corporation is **SPORTSWEAR HOLDINGS INTERNATIONAL CORP.** (hereinafter called the "Corporation").

**ARTICLE II  
MAILING ADDRESS**

The mailing address of the Corporation is c/o Bruce I. March, Esq., One S.E. Third Avenue, 28th Floor, Miami, Florida 33131.

**ARTICLE III  
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is one thousand (1,000) shares of common stock, par value \$1.00 per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is One S.E. Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is American Information Services Inc.

**ARTICLE V  
INCORPORATOR**

The name and address of the incorporator of the Corporation is Carlos J. Deupi, Esq., One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131.

Prepared by:  
Carlos J. Deupi, Esq.  
One S.E. 3rd Avenue, 28th floor  
Miami, Florida 33131  
(305) 374-5600  
Florida Bar No. 0112054

H97000020816

97 DEC 18 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**

**ARTICLE VI  
INDEMNIFICATION**

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of December, 1997.



\_\_\_\_\_  
Carlos J. Deupi, Incorporator

91A-217245-1  
897000020816

**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent of SPORTSWEAR HOLDINGS INTERNATIONAL CORP., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 17th day of December, 1997.

American Information Services, Inc.

By: Mark R. Mayster  
Mark R. Mayster, Vice President

**FILED**  
97 DEC 18 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

897000020816

P97000106217

DEC-18-97 08:28

FROM-AKERMAN SENTERFITT

888-874-8885

T-148 P.01/04 F-225

S

9:03 AM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000020816 9))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: AKERMAN, SENTERFITT & EIDSON, P.A.  
CONTACT: MARLA R MAYSTER  
PHONE: (305)374-5600

ACCT#: 075471001363

FAX #: (305)374-5095

NAME: SPORTSWEAR HOLDINGS INTERNATIONAL CORP.

AUDIT NUMBER.....H97000020816

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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

\*\*

CIS.ASX

• VT102

• FDX •

9600 E71

• LOG CLOSED •

PRINT OFF •

ON-LINE

97 DEC 18 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
FILED

McKnight DEC 18 1997

**ARTICLES OF INCORPORATION  
OF  
SPORTSWEAR HOLDINGS INTERNATIONAL CORP.**

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

**ARTICLE I  
NAME**

The name of the corporation is SPORTSWEAR HOLDINGS INTERNATIONAL CORP. (hereinafter called the "Corporation").

**ARTICLE II  
MAILING ADDRESS**

The mailing address of the Corporation is c/o Bruce L. March, Esq., One S.E. Third Avenue, 28th Floor, Miami, Florida 33131.

**ARTICLE III  
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is one thousand (1,000) shares of common stock, par value \$1.00 per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is One S.E. Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is American Information Services Inc.

**ARTICLE V  
INCORPORATOR**

The name and address of the incorporator of the Corporation is Carlos J. Deupi, Esq., One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131.

Prepared by:  
Carlos J. Deupi, Esq.  
One S.E. 3rd Avenue, 28th floor  
Miami, Florida 33131  
(305) 374-5600  
Florida Bar No. 0112054

H97000020816

97 DEC 18 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**



**ARTICLE VI  
INDEMNIFICATION**

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of December, 1997.

  
\_\_\_\_\_  
Carlos J. Deupi, Incorporator

MIA-217245-1  
B97000020816

**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent of SPORTSWEAR HOLDINGS INTERNATIONAL CORP., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 17th day of December, 1997.

American Information Services, Inc.

By: Mark R. Mayster  
Mark R. Mayster, Vice President

**FILED**  
97 DEC 18 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RCR 211345-1  
R37000020816

E98000005060

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
SPORTSWEAR HOLDINGS INTERNATIONAL CORP.,  
a Florida corporation**

Pursuant to the Florida Business Corporation Act, Article I of the Articles of Incorporation of Sportswear Holdings International Corp., a Florida corporation, hereinafter referred to as the "Corporation", is amended to read as follows:

**ARTICLE I Name**

The name of the Corporation is COUNTERPARTS SPORTSWEAR, INC.

This Amendment shall be effective upon its filing with the Florida Department of State.

The foregoing Amendment to the Articles of Incorporation of the Corporation was unanimously approved by the Corporation's directors and shareholders by Joint Written Consent effective as of March 16, 1998.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 16th day of March, 1998.

SPORTSWEAR HOLDINGS  
INTERNATIONAL CORP.,  
a Florida corporation

By: 

Rami Chehata  
President

Prepared by:  
Carlos J. Deupi, Esq.  
One S.E. 3rd Avenue, 28th Floor  
Miami, Florida 33131  
Florida Bar No. 0112054

FILED  
98 MAR 16 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLA-239176-1

E98000005060

