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Individuality   Association   Carporation-State   Carporation-St			Street Address: 1410 Broadway, Suite 2202					
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Assignment	<u> </u>		General Partnership					
Security Agreement  Charge of Name  Execution Date: March 16, 1998  4. Application number(s) or registration number(s):  A Trademark Application No.(s)  See attached Exhibit A.  Additional numbers stracted? See attached Exhibit A.  Additional numbers stracted? Yes ONo  5. Name and address of party to whom correspondence concerning document should be mailed: Name: Carlos J. Deupi, Esq.  Internal Address: Akerman, Senterfitt & Total number (37 CFR 3.41):  Sirest Address: One S.E. Third Avenue  28th Floor  Chy: Milami State: FL ZP: 33131  Allsch duplicate copy of this page if paying by deposit account) of the page	3	_	<b>5</b>	XX Corporation				
A Application number(s) or registration number(s):  A Trademark Application No.(s)  See attached Exhibit A.  Additional numbers attached Exhibit A.  See attached Exhibit A.  Additional numbers attached Exhibit A.  See attached Exhibit A.  Additional numbers attached Exhibit A.  Additional numbers attached Exhibit A.  See attached Exhibit A.  Additional numbers attached Exhibit A.  Additional numbers attached Exhibit A.  See attached Exhibit A.  Additional numbers attached Exhibit A.  Additional numbers attached Exhibit A.  See attached Exhibit A.  Additional numbers attached Exhibit A.  Additional numbers attached Exhibit A.  See attached Exhibit A.  Additional numbers attached Exhibit A.  Additional numbers attached Exhibit A.  See attached Exhibit A.  Additional numbers attached Exhibit A.  At		☐ Security Agreement		I sangree is not done		: Optionishe		
See attached Exhibit A.  See attached Exhibit A.  Additional numbers stacked? Si yes O No  S. Name and address of party to whom correspondence concerning document should be mailed:  Name: Carlos J. Deupi, Esq.  Internal Address: Akerman, Senterfitt & 7. Total fee (37 CFR 3.41): \$ 340.00  Eidson, P.A.  Street Address: One S.E. Third Avenue  28th Floor  City: Milami State: FI, 279: 33131 (Allach duplicate copy of this page if paying by deposit account)  8. Trademark registration No.(s)  See attached Exhibit A.  See attached Exhibit A.  8. Total runnber of applications and registrations and registrations involved: 16  Total fee (37 CFR 3.41): \$ 340.00  See attached Exhibit A.  8. Total runnber of applications and registrations involved: 16  Total runnber of applications and registrations involved: 16  O Authorized to be charged to deposit account and applications and registrations involved: 16  Allach duplicate copy of this page if paying by deposit account of the best of my knowledge and belief, the foregoing information is true and correct and any situached copy is a true copy of the page in paying by deposit account of the original document.	E	Execution Date: March 16, 1998		(Congradors must be a separate decurrent born Assignment				
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### EXHIBIT A

### 1. TRADEMARK REGISTRATIONS

Т.		Registration/Serial
	ademark	Number 1133.754
	ounterparts	1,132,754
Co	ounter-Part	826,929
Co	punterclassics	1,761,455
Co	ounter Stretch	1,718,302
Co	ounter Stretch by Counterparts and Design	1,792,705
Pa	rt One	1,783,499
Co	ounter Fit	1,971,633
Ins	stant Fit	1,971,452
Fli	ip Clip and Design	2,028,282
2. Tr	ademark Applications	
Co	ounter Knits by Counterparts and design	75/424,617
Co	ounter Cottons	75/424,891
Co	ounter Sport	75/424,615
Co	ontour Fit by Counterparts	75/424,895
Pe	rforma Gab	75/310,912
Ur	nion Square	75/310,904
Pa	rticulars by Counterparts	75/424,895



Bepartment 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

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CR2EO22 (2-95)

Sandra B. Mortham Secretary of State

#### DEC-18-07 09:28

### ARTICLES OF INCORPORATION 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:

### ARTICLEI 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 Avenne, 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, per value \$1.00 per share (the "Common Stock"). Each issued and ourstanding 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, Fiorida 33131 (305) 374-5600 Florida Bar No. 0112054

H97000020816

305-274-5085

T-142 P.03/04 F-835

### 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

#IX-217245-1 E97000020816

## 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.

Marie R. Mayster, Vice President

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SECRETARY OF STATE
TAIL LANASSEE FLORIDA

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9:03 AM

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DIVISION OF CORPORATIONS TO:

FAX #: (850) 922-4001

FROM: AKERMAN, SENTERFITT & EIDSON, P.A. CONTACT: MARLA R MAYSTER

ACCT#: 075471001363

PHONE: (305)374-5600

FAX #: (305)374-5095

NAME: SPORTSWEAR HOLDINGS INTERNATIONAL CORP.

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AUDIT NUMBER...... H97000020816

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

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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## 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

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FILED
97 DEC 18 AM 9: 51
SECRETARY OF STATE

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### 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

#IX-217245-1 #97000020816

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DEC-18-87 08:26

## 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.

y: Thata A. Mayor

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SECRETARY OF STATE

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# 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

Rami Chehata President

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

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RECORDED: 04/06/1998

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