

CERTIFICATE OF INCORPORATION
OF
G-III APPAREL GROUP, LTD.

FIRST. The name of the corporation is G-III Apparel Group, Ltd.

SECOND. The address of the registered office of the corporation in the State of Delaware shall be 15 East North Street, Dover, Delaware 19901 and the name of its registered agent at such address shall be United Corporate Services, Inc.

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. A. Authorized Capital Stock. The total number of shares of all classes of stock which the corporation shall have authority to issue is TWENTY-ONE MILLION (21,000,000) shares, consisting of ONE MILLION (1,000,000) shares of Preferred Stock, par value \$.01 per share (hereinafter, the "Preferred Stock"), and TWENTY MILLION (20,000,000) shares of Common Stock, par value \$.01 per share (hereinafter, the "Common Stock").

B. Preferred Stock. The Board of Directors is hereby expressly granted the power by resolution or resolutions to issue the Preferred Stock in one or more series, which series may have such voting powers, full, limited or by series, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be fixed by the Board of Directors and as shall be stated and expressed in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors.

C. Common Stock. (1) Subject to any preferential dividend rights applicable to shares of the Preferred Stock, the holders of shares of the Common Stock shall be entitled to receive such dividends as may be declared by the Board of Directors.

(2) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation, after distribution in full of any preferential amounts applicable to shares of the Preferred Stock, the holders of shares of the Common Stock shall be entitled to receive all of the remaining assets of the corporation available for distribution to its stockholders, ratably in proportion to the number of shares of the Common Stock held by them.

(3) Subject to any special voting rights applicable to shares of the Preferred Stock and except as provided for in Paragraph B of this Article FOURTH, the holders of shares of the Common Stock shall be entitled to vote on all matters at all meetings of the stockholders of the corporation, and shall be entitled to one vote for each share of the Common Stock entitled to vote at such meeting, voting together with the holders of any shares of the Preferred Stock who are entitled to vote, and not as a separate class.

FIFTH. The name and mailing address of the incorporator is Sheldon G. Nussbaum, 345 Park Avenue, New York, New York 10154.

SIXTH. The corporation is to have perpetual existence.

SEVENTH. In addition to, and not by way of limitation of, the powers granted to the Board of Directors by the General Corporation Law of the State of Delaware, the Board of Directors of the corporation is expressly authorized to adopt, amend or repeal all or any of the by-laws of the corporation.

EIGHTH. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

NINTH. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the corporation.

TENTH. Whenever a compromise or arrangement is proposed between the corporation and its creditors or any class of them and/or between the corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of § 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the corporation under the provisions of § 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of

stockholders of the corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the corporation, as the case may be, and also on the corporation.

ELEVENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

TWELFTH. To the fullest extent permitted by the General Corporation Law of the State of Delaware as it now exists or may hereafter be amended, no director of the corporation shall be personally liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty owed to the corporation or its stockholders. Any repeal or modification of this Article TWELFTH by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, hereby declaring and certifying that this is his act and deed and the facts herein stated are true, and accordingly has hereunto set his hand this 16th day of October, 1989.


Sheldon G. Nussbaum,
Incorporator