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TALLAHASSEE, FL 32301
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PRENICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 07210000032
DIVISION OF CORPORATION
REFERENCE : 104605 121501A

96 OCT -1 AM 11:17

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 1, 1996

ORDER TIME : 9:21 AM

ORDER NO. : 104605

CUSTOMER NO: 121501A

CUSTOMER: C. Holt Smith, Iii, Esq
C. HOLT SMITH, III, ESQ

200001961292
-10/01/96--01121--032
***122.50 ***122.50

Suite 3301
1 Independent Drive
Jacksonville, FL 32202

DOMESTIC FILING

NAME: LEFAVE ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: KR
10-1-96

FILED
96 OCT -1 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

for

LeFave Associates, Inc.
(a corporation)

FILED
96 OCT -1 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executed by the undersigned for the purposes of forming a Florida Corporation under Chapter 607, Florida Statutes (1995):

ARTICLE I. NAME AND ADDRESS

The name and address of the corporation is:

LeFave Associates, Inc.
2099 Park Street
Jacksonville, Florida 32204

ARTICLE II. DURATION

This corporation shall exist perpetually and shall commence on October 1, 1996.

ARTICLE III. PURPOSES

This corporation is organized for the following purposes:

1. To represent manufacturers and suppliers of apparel, jewelry, sporting goods, shoes, accessories and other products and merchandise for resale at wholesale to U.S. military exchanges, retail department stores, and other retail points of sale and distribution.
2. To hire and/or train personnel for the purposes of carrying out these purposes.
3. To rent, lease, purchase and/or own facilities which are sufficient for the conduct and/or operation of the purposes of the corporation.
4. To transact any and all lawful business for which corporations may be incorporated or organized.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of Five Dollar (\$5.00) per share par value common stock which shall be designated common shares, all of which shall be the same class.

ARTICLE V. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of this corporation. The holder of each outstanding common share shall be entitled to one (1) vote per share unless otherwise provided in the By-Laws.

ARTICLE VI. MANAGEMENT

The business of this corporation shall be managed by a Board of Directors chosen by the Shareholders or the Shareholders may elect to have the corporation managed by the Shareholders acting as Directors, in which case the terms shall be used interchangeably herein, pursuant to Chapter 607, Florida Statutes (1995).

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial Registered Agent of this corporation is One Independent Drive, Suite 3301, Jacksonville, Florida 32202, and the name of the initial Registered Agent of this corporation at that address is **C. HOLT SMITH, III**.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially, the number of which may be increased or decreased from time to time according to the By-Laws of this corporation, but shall never be less than one (1) Director. The names and addresses of the initial Directors of this corporation are:

JILL G. LEFAVE	1427 Belvedere Avenue Jacksonville, Florida 32205
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STEPHEN LefAVE	1427 Belvedere Avenue Jacksonville, Florida 32205
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ARTICLE IX. INCORPORATOR


The name and address of the person signing these Articles of Incorporation is:

JILL G. LEFAVE	1427 Belvedere Avenue Jacksonville, Florida 32205
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ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator has hereunto set her hand and seal this 30th day of September, 1996, for the purpose of forming this corporation under the laws of the State of Florida.


JILL G. LEFAVE

STATE OF FLORIDA
COUNTY OF DUVAL

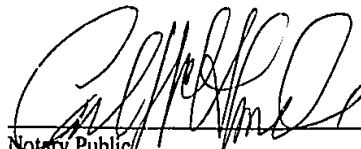
I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared **JILL G. LEFAVE**, who executed the foregoing instrument as Incorporator of **LandMark International, Inc.**, a corporation named herein, and acknowledged before me that she executed the same as such Incorporator, in the name of and on behalf of the said corporation. She is personally known to me or has produced _____ as identification and did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 30th day of September, 1996.

(SEAL)



CARL HOLT SMITH III
My Commission CC344888
Expires Feb. 24, 1998
Bonded by HAI
800-422-1555


Notary Public
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM
SERVICE OF PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

First, that **LeFave Associates, Inc.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named **C. HOLT SMITH, III**, located at One Independent Drive, Suite 3301, City of Jacksonville, State of Florida, 32202, as its Agent to accept service of process within Florida.

LeFave Associates, Inc.

By: *Jill G. Lefave*
JILL G. LEFAVE

DATED: September 30, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

C. Holt Smith, III
C. HOLT SMITH, III
Registered Agent

DATED: September 30th, 1996

FILED
96 OCT -1 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA