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October 14, 1998

FILED

98 OCT 15 PM 12:03

SECRETARY OF STATE
P.O. Box 4412 TALLAHASSEE, FLORIDA
Jacksonville, FL 32201

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32214

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*****122.50 *****78.75

RE: BILTER'S INC.

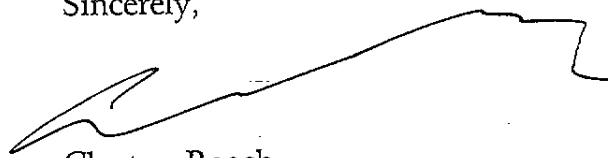
Dear Sirs:

Enclosed for registration, please find original Articles of Incorporation for the above-referenced company.

Also, enclosed is my check in the sum of \$ 122.50 for incorporation and certified copies.

Kindly effect registration with your usual promptness.

Sincerely,



Clayton Roach
Manager Resident Initiatives

P. Hall

OCT 15 1998

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**ARTICLES OF INCORPORATION
OF
BILTER'S INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be: Bilter's Inc.

The principal place of business of this corporation shall be: 1591 South Lane Avenue
#106Y, Jacksonville, FL 32210.

This address is also the address of the Registered Agent.

ARTICLE II: NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, any other state, country, territory, or nation.

The general nature of the business to be transacted by the corporation is:

- A. To establish and operate any and all types of businesses dealing in the manufacture, distribution, marketing and retailing of clothing and any other merchandise deemed appropriate.
- B. To purchase, lease, exchange, hire, or otherwise acquire lands or any interest therein, wherever situated, to erect, construct, rebuild, enlarge, alter, improve, maintain, manager and operate any lands owned or leased by the corporation, buildings or other works owned, leased, managed or controlled by the corporation, to engage generally in the real estate business, as principal, agent, broker or otherwise, and generally to buy sell, lease, mortgage, exchange, manage, operate and deal in lands or interest in lands, houses, structures, buildings or other works; and to purchase, acquire, hold exchange, pledge, hypothecate, sell, deal in, deal with , and dispose of tax liens, and any other interest in real estate, other or evidences of indebtedness and execute such

mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

- C. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- D. To guarantee, endorse, purchase, hold, sell transfer, mortgage, pledge or otherwise acquire or dispose of the shares for the capital stock of, or any bonds, securities, or other evidences of the indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- E. To exercise all powers convenient, incident to, or necessary in the proper conduct of its business, which are granted to corporations of profit under the laws of the State of Florida, either by the terms of this charter or by virtue of the laws of the State of Florida.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$2.00 per share; all shares shall be paid in full money of the United States of America in property, labor or services, the just value thereof shall be fixed by the Board of the Directors of the corporation in the manner provided for by the laws of the State of Florida.

ARTICLE IV: TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V: AMENDMENTS

These Articles of Incorporation may be amended by a majority of the Board of Directors.

ARTICLE VI: OFFICERS DIRECTORS

The names(s) and street address(es) of the initial officer(s) and director(s) if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Cynthia Lee
1591 South Lane Avenue #106Y
Jacksonville, FL 32210

ARTICLE VII: CONFLICT OF INTEREST

NO contract or other transaction between this Corporation and no other act of this Corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the officers, stockholders or directors of this corporation are pecuniary or otherwise interested in, or are stockholders, directors or officers of such other corporations any officer, stockholder or director of this corporation individually or any firm or association of which any officer, stockholder or director may be a member, may be a party to , or may be pecuniary or otherwise interested in, any contract or transaction of this corporation, provided that the fact the individual or such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors at which action upon any such contract or transaction shall be taken: of any director of this corporation who is also a director or officer of such other corporation or who is so interested at any meeting of the Board of Directors which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such corporation or not so interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

ARTICLE VIII: INCORPORATORS

The Name and address of the Incorporator to these Articles of Incorporation is:

Cynthia Lee
1591 South Lane Avenue #106Y
Jacksonville, FL 32210

IN WITNESS WHEREOF, the undersigned incorporator has executed thee Articles of Incorporation this 8 day of October, 1995.

Signature of Incorporator

Cynthia Lee
Cynthia Lee

STATE OF FLORIDA
COUNTY OF DUVAL

THE FOREGOING instrument was acknowledged and sworn to before me this 8th day of October 1998.

Cynthia Lee
(Name of Incorporator)

Biliter's, Inc.
(Name of Corporation)

Lorraine C. Cochrane
NOTARY PUBLIC

My Commission Expires:



LORRAINE C. COCHRANE
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Dec. 7, 2001
Commission No. CC 675687

Certificate of Designation
Registered Agent/Registered Office

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The Name of the corporation is: Bilter's Inc.
2. The name and address of the registered agent and office is: Cynthia Lee, 1591 South Lane Ave # 106Y, Jacksonville, Florida, 32210

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Cynthia Lee
CYNTHIA LEE

ADDRESS:

1591 S. LANE AVE #106Y

JACKSONVILLE, FL 32210

DATE

8 October 98