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TL Bean, Inc.
1224 George Bush Blvd. #3
Delray Beach, Florida 33486

FILED
00 JAN 31 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 27, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation

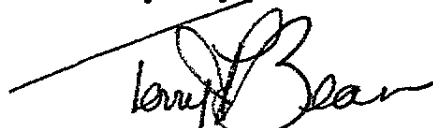
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-01/31/00-01100-007
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed for immediate filing are two (2) originals of Articles of Incorporation of TL Bean, Inc., together with a check for filing fees in the amount of \$78.75.

Please return a file-stamped copy to me using the enclosed envelope.

Very truly yours,


Terry L. Bean

2-4
WC

**ARTICLES OF INCORPORATION
OF
TL BEAN, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE 1
NAME**

The name of this Corporation is TL Bean, Inc.

**ARTICLE 2
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be 1224 George Bush Blvd. #3, Delray Beach, Florida 33483.

**ARTICLE 3
MAILING ADDRESS**

The mailing address of this Corporation shall be 1224 George Bush Blvd. #3, Delray Beach, Florida 33483.

**ARTICLE 4
PURPOSES AND POWERS**

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE 5
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is One Hundred (100) shares of Common Stock, \$.01 par value per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

**ARTICLE 6
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1224 George Bush Blvd. #3, Delray Beach, Florida 33483, and the name of the initial registered agent of this Corporation at that address is Terry L. Bean.

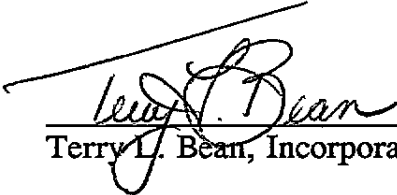
ARTICLE 7
INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is Terry L. Bean, 1224 George Bush Blvd. #3, Delray Beach, Florida 33483.

ARTICLE 8
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation this 20th day of January 2000.



Terry L. Bean, Incorporator

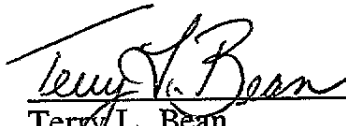
**CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
TL BEAN, INC.**

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

TL Bean, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Terry L. Bean, located at 1224 George Bush Blvd., #3, Delray Beach, Florida 33483, County of Palm Beach, as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated 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 and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.


Terry L. Bean

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