

TRANSMITTAL LETTER

P000000020/36

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-02/21/00--01145--006
****122.50 *****78.75

SUBJECT: ROSE WIND SPORTSWEAR INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy
☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: DONALD A. CAMERON
Name (Printed or typed)

853 B MECCA DR.
Address

SARASOTA FL 34234
City, State & Zip

941-358-6470
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB 21 PM 3:30

FILED

NOTE: Please provide the original and one copy of the articles.

gjc/25

**ARTICLES OF INCORPORATION
OF
ROSE WIND SPORTSWEAR, INC.**

FILED
00 FEB 21 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be ROSE WIND SPORTSWEAR, INC. The mailing address for the corporation is 853 B. Mecca Drive, Sarasota, Florida 34234.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes: to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description for the purpose of transacting any or all legal business, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 2,000 shares of One Cent (\$.01) par value common stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Donald A. Cameron, and his address is 853 B. Mecca Drive, Sarasota, Florida 34234.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by-laws but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Donald A. Cameron	853 B. Mecca Drive Sarasota, FL 34234
Cynthia J. Buchanan	1790 Country Meadows Terrace Sarasota, FL 34235

ARTICLE VII - SUBSCRIBER

The name and address of the persons signing these Articles of Incorporation are: Donald A. Cameron, 853 B. Mecca Drive, Sarasota, FL 34234 and Cynthia J. Buchanan, 1790 Country Meadows Terrace, Sarasota, FL 34235.

ARTICLE VIII - TRANSFERABILITY OF SHARES

No shares of stock shall be transferred, gifted, given away, sold, traded, bequeathed, used as collateral, or disposed of in any other manner, except by majority vote of the shareholders.

Upon the death of one person owning fifty percent of the issued shares the shares held by that person shall transfer to the ownership of the person owning the other fifty percent of the

issued shares.

**ARTICLE IX
DISABILITY OF SHAREHOLDERS**

Should a shareholder of this corporation be found to be incompetent to conduct the business of the corporation as determined by a medical doctor, the other shareholder shall automatically take ownership of the incompetent shareholder's interest in this corporation. The shareholder taking ownership shall not be required to pay more than One Cent (.01) par value common stock per share for the incompetent shareholder's shares.

**ARTICLE X
TRANSACTION WITH INTERESTED DIRECTORS OR STOCKHOLDERS**

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if he

were not such Director or officer of such other corporation or not so interested.

ARTICLE XI - REPLACING STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.


ARTICLE XIII - INDEMNIFICATION


The corporation shall indemnify any Director or Officer or any former Officer or Director to the full extent permitted by law.

ARTICLE XIV - DATE OF COMMENCEMENT

The date of commencement of this corporation shall be the date of the filing of these Articles of Incorporation with the Department of State, State of Florida.

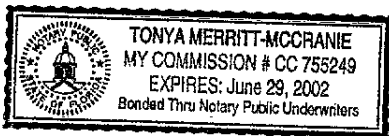
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of February, 2000.

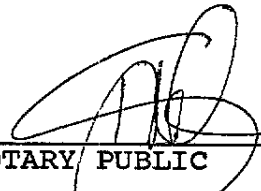

DONALD A. CAMERON
Subscriber


CYNTHIA J. BUCHANAN
Subscriber

STATE OF FLORIDA
COUNTY OF SARASOTA

10 The foregoing instrument was acknowledged before me this
day of February, 2000, by Donald Cameron and Cynthia
Buchanan.





NOTARY PUBLIC

Printed, Typed or Stamped Name of
Notary

Personally known

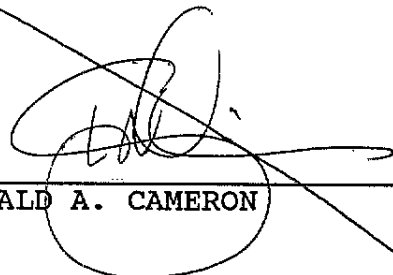
or Produced identification

Type of identification produced _____

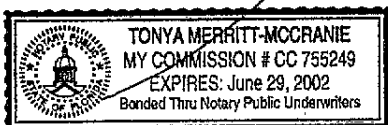
ACCEPTANCE

~~Having been named to accept service of process for ROSE WIND
SPORTSWEAR, INC. at the place indicated in the foregoing Articles
of Incorporation, 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.~~

DATE: February 10, 2000



DONALD A. CAMERON



FILED

00FEB 21 PM 3:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for ROSE WIND SPORTSWEAR, INC. at the place indicated in the foregoing Articles of Incorporation, 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.

DATE: ~~January~~ ^{February} 10, 2000


DONALD A. CAMERON