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ACCOUNT NO. : 072100000032

REFERENCE : 817587 9294A

AUTHORIZATION : *Patricia Pruitt*

COST LIMIT : \$ 78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG 31 PM 1:59

ORDER DATE : August 31, 2000

ORDER TIME : 11:21 AM

ORDER NO. : 817587-005

CUSTOMER NO: 9294A

CUSTOMER: Jane Lincoln, Legal Assistant  
Jonas & Lasorte

100003378911--5

Suite 1000  
1645 Palm Beach Lakes Blvd.  
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: JAMES RIVER ACCESSORIES, INC.

--- EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1169

EXAMINER'S INITIALS:

RECEIVED  
00 AUG 31 PM 12:22M  
*S*

ARTICLES OF INCORPORATION  
OF  
JAMES RIVER ACCESSORIES, INC.

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THE UNDERSIGNED, acting as incorporators of a corporation  
under the Florida General Corporation Act, adopt the following  
Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is: JAMES RIVER ACCESSORIES, INC.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is  
organized are:

A. To purchase and sell wood, stone, metal, glass, and  
ceramic objects and accessories.

B. To acquire by purchase, exchange, gift, bequest,  
subscription or otherwise, and to hold, own, mortgage, pledge,  
hypothecate, sell, assign, transfer, exchange or otherwise dispose  
of or deal in or with its own corporate securities or stock or  
other securities, including without limitations, any shares of  
stock, bonds, debentures, notes, mortgages, or other instruments  
representing rights or interest therein or any property or assets  
created or issued by any person, firm, association or corporation,  
or any government or subdivisions, agencies or instrumentalities  
thereof; to make payment therefore in any lawful manner or to issue

in exchange therefore its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

C. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural person might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

D. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 7,500 shares of common voting stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of

the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VI - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 2574 James River Road, West Palm Beach, FL 33411, and the name of its initial registered agent at that address is Jo Ellen Smith.

ARTICLE VII - DIRECTORS

The number of directors of the Corporation from time to time shall be as set forth in the By-Laws. The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and address of each person to serve as a Director until the first annual meeting of shareholders or until his successor(s) is elected and qualify is:

<u>Name</u>	<u>Address</u>
George Connell	425 West Uwchlan Avenue Downingtown, P.A. 19335

ARTICLE IX - INCORPORATORS

The names and addresses of the incorporator is:

<u>Name</u>	<u>Address</u>
George Connell	425 West Uwchlan Avenue Downingtown, P.A. 19335

ARTICLE X - COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, if:

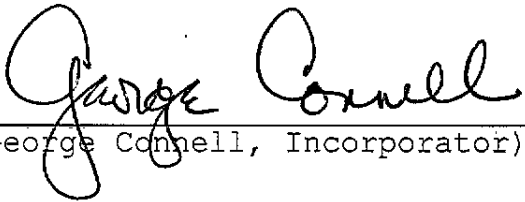
(a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents for such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XI - BY-LAWS

The By-laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

Dated this 24 day of August, 2000.

  
\_\_\_\_\_  
(George Connell, Incorporator)

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DIVISION OF CORPORATIONS

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

The following is submitted pursuant to Chapters 48 and 607 of  
the Florida Statutes:

James River Accessories, Inc., desiring to organize under the  
laws of the State of Florida, being in the County of Palm Beach at  
2574 James River Road, West Palm Beach, FL 33411 has named Jo Ellen  
Smith, located at that same address, as its initial registered  
agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above  
stated corporation, at the initial registered office of the  
Corporation in this State, I hereby accept to act in this capacity  
and agree to comply with the provisions of said statute relative to  
keeping the registered office of the corporation open from 10:00  
a.m. to noon each day, except Saturdays, Sundays and legal  
holidays, and to post therein a sign designating the name of the  
corporation and the name of its registered agent.

Date: 8/30, 2000.

By: Jo Ellen Smith  
Jo Ellen Smith

STATE OF FLORIDA

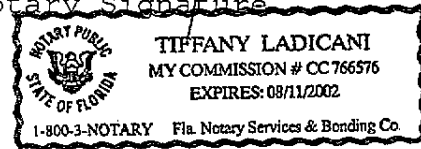
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 30<sup>th</sup> day of August, 2000, by Jo Ellen Smith. She is personally known to me or has produced Florida Drivers License as identification and did/did not take an oath.

(Seal)

*Tiffany Ladicani*

Notary Signature



(Printed Notary Signature)