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Frederick D. Porter  
10200 N. Armenia Ave., No. 2507  
Tampa FL 33612  
(813) 931 9332

October 28, 2000

CSC- Tallahassee  
Attn.: Cindy Harris  
1201 Hays Street  
Tallahassee, FL 32301-2636

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-11/07/00--01022--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Ms. Harris:

Please find enclosed the Articles of Incorporation for Digital Apparel, Inc., along with a check for 78.75.

These monies should cover the incorporating fees for Digital Apparel, Inc., as well as corporate materials, such as corporate book, stock certificates etc. Please invoice us for any other fees associated with filing of these articles not included herein.

If you have any questions or concerns, please feel free to call our office directly.

Sincerely,



Frederick D. Porter

Enc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**DIGITAL APPAREL, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

**I.**  
**Name**

The name of the Corporation is, **Digital Apparel, Inc.**, hereinafter referred to as the "Corporation."

**II.**  
**Purposes & Nature**

The general nature of the business to be transacted by the corporation and the purpose for which it is formed are to be as follows:

- (a) To operate a for profit retail business.
- (b) To do any activity as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for accomplishment of any purpose or attaining of any objects enumerated in these Articles of Incorporation, or any amendments hereof, either as principle or agent, and either alone or in connection with other firm, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance in and carry on any and every lawful activity in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such activity is similar in nature to objects set forth in these Articles of Incorporation or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized, or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any act amendatory thereto, or substituted therefore.
- (c) The foregoing paragraphs shall be construed as enumerating the

purposes, objects, and powers of this corporation and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressed and declared that all other lawful powers not inconsistent herewith are hereby included.

**III.**  
**Principal Office**

The principal office of the Corporation is at 10200 N. Armenia Avenue, No 2507, Tampa Florida 33612. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida.

**IV.**  
**Duration**

The duration of the Corporation shall be perpetual.

**V.**  
**Officers**

The business of corporation shall be managed by its officers, who shall be elected annually by the stockholders of the corporation. The initial officers of the corporation shall be as follows:

<b>PRESIDENT:</b>	<b>Frederick D. Porter</b>
<b>VICE PRESIDENT:</b>	<b>None</b>
<b>SECRETARY:</b>	<b>None</b>

**VI.**  
**Directors**

The number of directors constituting the initial Board of Directors of the Corporation are two. The names of the persons who are appointed to act as the initial directors of the Corporation are:

<b>CHAIRMAN:</b>	<b>Frederick D. Porter</b>
<b>Co-Chair:</b>	<b>None</b>

**VII.**  
**Capital Stock**

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is 1000 each share to have a par value of \$ 1.00, each share of which shall entitle the owner thereof to one vote at any meeting of the shareholders. The whole or any part of the capital stock of this corporation shall be payable as lawful money of the United States of America, or property, at just valuation to be fixed by the shareholders.

**XIII.**  
**Sale of Common Shares**

The sale of common stock of the corporation shall be restricted to the existing shareholders except by mutual agreement of all stockholders.

**IX.**  
**Preemptive Rights**

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

**X.**  
**No Personal Liability**

The private property of the stockholders shall not be subject to the payment of corporate debts.

**XI.**  
**Operating Provisions**

The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

**XII.**  
**Fiscal Year**

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

**XIII.**  
**Subscriber**

The name and address of the persons signing these Articles of Incorporation is Frederick Porter, whose address is 10200 N. Armenia Avenue, No. 2507, Tampa FL 33612.

**XIV.**  
**Registered Agent**

The name and address of the registered agent for service of process upon the Corporation is Frederick D. Porter at 10200 N. Armenia Avenue, No. 2507, Tampa Florida 33612.

IN WITNESS WHEREOF, the undersigned has made, subscribed, and acknowledged these Articles of Incorporation this 2<sup>nd</sup> day of ~~October~~ 2000.

Nov. 2000

  
Frederick D. Porter

State of FLORIDA

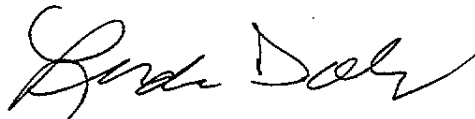
County of HILLSBOROUGH

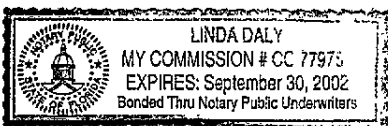
BEFORE ME, the undersigned authority, on this day personally appeared FREDERICK PORTER, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 2<sup>ND</sup> day of NOVEMBER, 2000.

Notary Public in and for the  
State of FLORIDA

My Commission Expires:





**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT.**

I, Frederick D. Porter, hereby accept designation as Registered Agent on this 2nd day of ~~October~~ NOV. 2000.

  
Frederick D. Porter

State of FLORIDA

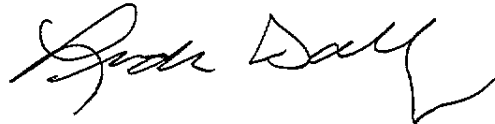
County of HILLSBOROUGH

BEFORE ME, the undersigned authority, on this day personally appeared FREDERICK PORTER, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 2nd day of NOVEMBER, 2000.

Notary Public in and for the  
State of Florida

My Commission Expires:





**FILED**  
00 NOV - 7 PM 4:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA