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FILED
01 JAN -5 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 18, 2000

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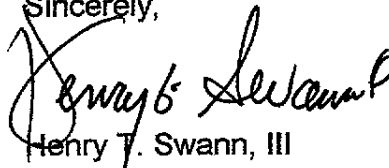
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SUBJECT: Transmittal Letter Bahama Babies Apparel, Inc.

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for \$87.50 for the Filing Fee, a Certified Copy, and a Certificate of Status. Please return the certified to the undersigned.

FROM: Henry T. Swann, III, Esquire
Post Office Box 4415
St. Augustine, Florida 32085-4415
904/823-0131

Sincerely,


Henry T. Swann, III

0048-01

ARTICLES OF INCORPORATION
OF
BAHAMA BABIES APPAREL, INC.

FILED
01 JAN -5 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a Corporation pursuant to Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be: Bahama Babies Apparel, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this Corporation shall be: 3816 Magnolia Point Lane, St. Augustine, Florida 32086. The mailing address of this Corporation shall be Post Office Box 4415, St. Augustine, Florida 32085-4415.

ARTICLE III - PURPOSES

The specific purposes for which the Corporation is organized are to design, manufacture and market apparel to the general public for such other business as may be conducted pursuant to law.

ARTICLE IV - SHARES

The number of shares of stock is: Five Hundred (500) shares of stock with a per share value of One Dollar (\$1.00) making a total stock value of Five Hundred Dollars (\$500.00).

ARTICLE V – MANNER OF ELECTION OF DIRECTORS

The manner in which the Directors are elected or appointed is: The By-Laws of the Corporation shall set forth the method for election of Directors.

ARTICLE VI – INITIAL OFFICERS/DIRECTORS

The initial Officers and Directors of the Corporation, who shall serve until replaced in accordance with the By-Laws of the Corporation, shall be:

Catherine Swann – President/Director

Henry T. Swann – Vice President/Secretary/Director

Julie N. Swann – Treasurer/Director

ARTICLE VII – REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the Registered Agent are: Henry T. Swann, III, Esquire, 25 St. Francis Street, St. Augustine, Florida 32084.

ARTICLE VIII – INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporator are:
Henry T. Swann, III, Esquire, Post Office Box 4415, St. Augustine, Florida 32085-4415.

Henry T. Swann III
Signature/Incorporator

2 Jan 2001
Date

Oath of Registered Agent

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 complete

performance of my duties and I am familiar with and accept the obligations of my position as Registered Agent.

Henry T. Swann III
Signature/Registered Agent

2 Jan 2001
Date

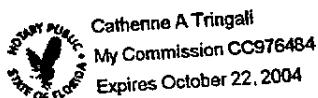
STATE OF FLORIDA

COUNT OF ST. JOHNS

Sworn to or affirmed before me this 2nd day of January, 20 01, by Henry
T. Swann, III, Esquire.

Catherine A. Tringali
NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:



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01 JAN - 5 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA