

LAW OFFICES
Hayden, Facciolo & Millsaps

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JACKSONVILLE, FLORIDA 32202

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May 14, 2001

P010000051065

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

3000004220449--6

-05/16/01--01101--002

*****70.00 *****70.00

Re: Odd Sock, Inc.

Dear Sir or Madam:

Enclosed are the following documents related to the formation of the referenced corporation:

1. An original and one copy of the articles of incorporation;
2. An original and one copy of the certificate designating registered agent and registered office and acceptance by registered agent; and
3. A check for \$70.00 representing the filing fee.

We would appreciate your filing the original documents and returning a date stamped copy to us in the enclosed envelope.

Please call if you have any questions. Thank you.

Very truly yours,


Walter S. Millsaps

WSM/bb
Enclosures
26234

FILED
01 MAY 16 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK MAY 23 2001

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ARTICLES OF INCORPORATION

OF

ODD SOCK, INC.

FILED

01 MAY 16 AM 9:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this Corporation is Odd Sock, Inc.

ARTICLE II-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 4274 Venetia Boulevard, Jacksonville, Florida 32210.

ARTICLE III-DURATION

This Corporation shall have perpetual existence.

ARTICLE IV-PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V-CAPITAL STOCK

This Corporation is authorized to issue one thousand (1,000) shares, all of which shall be of the par value of one cent (\$.01) per share.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of

this Corporation is Suite 1330, 200 West Forsyth Street, Jacksonville, Florida 32202 and the name of its initial registered agent at such address is Walter S. Millsaps, Esq.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be four (4), and the name and address of the persons who are to serve as the initial directors is as follows:

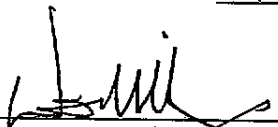
Doug A. Goodrich

Arthur F. Crofton

ARTICLE VIII-INCORPORATOR

The name and address of the incorporator is Walter S. Millsaps, Esq., 200 West Forsyth Street, Suite 1330, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14TH day of May, 2001.



Walter S. Millsaps, Esq.

Acknowledgement

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this

14th day of May, 2001, by Walter S. Millsaps who is personally known by me.

Melissa G. Miller
Notary Public, State of Florida

Name: _____

My Commission Expires: _____

My Commission Number is: _____

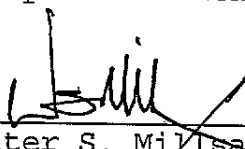
26233



**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

First, that Odd Sock, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named Walter S. Millsaps, Esq., located at Suite 1330, 200 West Forsyth Street, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.



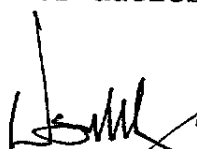
Walter S. Millsaps, Esq.
Incorporator

5/14/01

Date

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Walter S. Millsaps, Esq. hereby agrees to act in this capacity, and Walter S. Millsaps, Esq. further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.



Walter S. Millsaps, Esq.

5/14/01

Date

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TALLAHASSEE, FLORIDA