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SUITE 200, ALLAN BUILDING
303 CENTRE STREET
FERNANDINA BEACH, FLORIDA 32034

FILED

01 JUN 29 AM 10:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE REPLY TO:
POST OFFICE BOX 1280
FERNANDINA BEACH, FL 32035-1280
904/261-0742
FAX # 904/261-0745

WESLEY R. POOLE
H. PRICE POOLE, JR.

FRANCES G. BURGESS, C.L.A.

June 21, 2001

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*****78.75 *****78.75

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: BEACH COTTAGE CLOTHING, INC.

Dear Sirs:

Enclosed are:

1. Our check in the amount of \$78.75; and
2. Original and one copy of Articles Of Incorporation for the above referenced corporation.

Please file and let us have your receipt therefor as soon as possible.

Thank you for your continued assistance.

Yours sincerely,



Carol Ann Freehafer

WRP\fgb
Enclosures

G. BLALOCK JUL 5 2001

ARTICLES OF INCORPORATION
OF
BEACH COTTAGE CLOTHING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be BEACH COTTAGE CLOTHING, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 7,500 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of five (5) directors whose names and addresses are as follows:

DAVID E. JAMES
2809 Ocean Drive
Fernandina Beach, FL
32034

SUSAN E. JAMES
2809 Ocean Drive
Fernandina Beach, FL
32034

CRAIG NELSON
2786 Jean Lafitte Drive
Fernandina Beach, FL
32034

JUDY J. NELSON
2786 Jean Lafitte Drive
Fernandina Beach, FL
32034

ANNE J. BRANSCOME
158 S. Candler
Decatur, GA 30030

ARTICLE X

The initial registered agent of the corporation is CAROL ANN FREEHAFFER. The street address of the corporation's initial registered office is 303 Centre Street, Suite 200, Fernandina Beach, FL 32034.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 4828 First Coast Highway, Ste. 1, Fernandina Beach, Florida 32034.

ARTICLE XII

The name and address of the incorporator to these Articles of Incorporation is CAROL ANN FREEHAFFER, P. O. Box 1280, Fernandina Beach, FL 32035-1280.

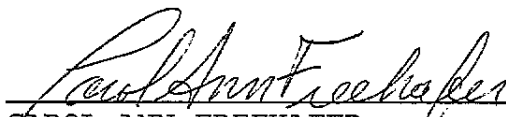
The undersigned incorporator has executed these Articles of Incorporation this 26 day of June, 2001.


CAROL ANN FREEHAFFER
Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
BEACH COTTAGE CLOTHING, INC.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: June 26, 2001.


CAROL ANN FREEHAFFER
P. O. Box 1280
Fernandina Beach, FL 32035