

P01000074920
TIMOTHY B. PERENICH, P.A.

A PROFESSIONAL ASSOCIATION

180 ALTERNATE 19 NORTH
PALM HARBOR, FLORIDA 34683

TELEPHONE: 727.787.7212
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July 25, 2001

Via First Class Mail

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

Re: Incorporation:

TARPON UNIFORMS, INC.

Dear Secretary of State:

I have enclosed an original and one copy of Articles of Incorporation for the above captioned corporation. I have also enclosed a check in the amount of \$70.00 representing the filing fee.

Please file the original Articles of Incorporation and date stamp and return the copy in the enclosed self addressed postage prepaid envelope.

Thank you for your help in this matter.

Sincerely,

TIMOTHY B. PERENICH, P.A.

Timothy B. Perenich
Timothy B. Perenich, Esquire

TBP/cwp
enclosures

FILED
01 JUL 27 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

TARPON UNIFORMS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "**Corporation**") under the Florida Business Corporation Act (the "**Act**"), as follows:

ARTICLE I

Name

The name of the Corporation is:

TARPON UNIFORMS, INC.

ARTICLE II

Term of Existence

Corporate existence will commence on July 27, 2001, and the Corporation will have perpetual existence thereafter.

ARTICLE III

Principal Office

The principal office of the Corporation is 40186 U.S. Hwy. 19 North, Tarpon Springs, FL 34689.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which will be designated Common Stock.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 180 Alternate 19 North, Palm Harbor, FL 34683, and the name of its initial registered agent at such address is Timothy B. Perenich, Esquire.

ARTICLE VI
Directors

The Corporation will have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least one (1) but no more than five (5) directors. The name and address of each initial director of the Corporation, who will serve until his or her successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Michael C. Giacalone, Jr.	2355 Grovecrest Avenue Palm Harbor, FL 34683
Heather L. Giacalone	2355 Grovecrest Avenue Palm Harbor, FL 34683

ARTICLE VII
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Timothy B. Perenich, Esquire	180 Alternate 19 North Palm Harbor, FL 34683

ARTICLE VIII
Preemptive Rights

Each shareholder of the Corporation will have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including

treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights will be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her other preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the Corporation's issuance of shares.

ARTICLE IX

Affiliated Transactions

Pursuant to the provisions of Section 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act. Therefore, the terms of Section 607.0901 will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

ARTICLE X

Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

ARTICLE XI

Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

ARTICLE XII

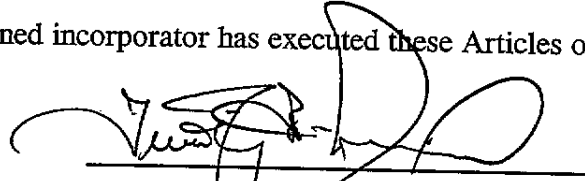
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE XIII
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on July 25, 2001.

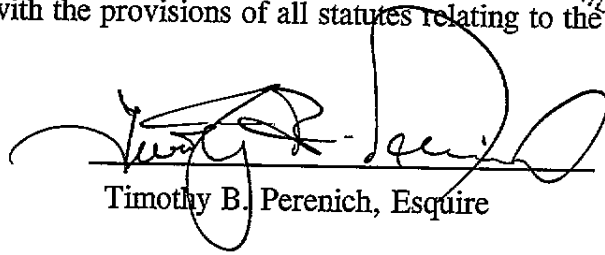
A handwritten signature in black ink, appearing to read 'Timothy B. Perenich', is written over a horizontal line.

Timothy B. Perenich, Esquire,
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in such capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Dated: July 25, 2001


Timothy B. Perenich, Esquire

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