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August 13, 2001

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

100004542321--6
-08/20/01-01091-006
****122.50 *****78.75

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for TIM KEYES APPAREL GROUP, INC., along with the Acceptance of Appointment of the Registered Agent, along with the required fee of One hundred twenty-two dollars and fifty cents (\$122.50).

Kindly return to the undersigned the appropriate filed documents at the address above shown.

Thank you for your cooperation.

Very truly yours,



Albert L. Tidwell

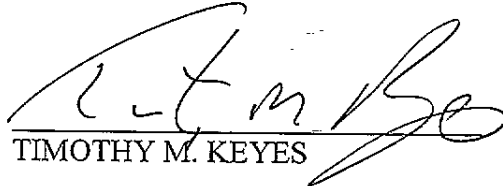
FILED
01 AUG 20 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK AUG 21 2001

ARTICLES OF INCORPORATION
of
TIM KEYES APPAREL GROUP, INC.

1. The corporate name for the corporation is: TIM KEYES APPAREL GROUP, INC.
2. The street address is: 10615 HABITAT TRAIL, BOKEELIA, FLORIDA 33922.
2. The mailing address of the corporation is: 10615 HABITAT TRAIL, BOKEELIA, FLORIDA 33922.
3. The number of shares the corporation is authorized to issue is 500 shares, no par value.
4. There shall be no preemptive rights granted to the shareholders.
5. The street address of the corporation's Registered Agent is: 10615 HABITAT TRAIL BOKEELIA, FLORIDA 33922.
6. The name of the corporation's initial registered agent is: TIMOTHY M. KEYES 10615 HABITAT TRAIL, BOKEELIA, FLORIDA 33922.
7. The names and addresses of the incorporators are:

TIMOTHY M. KEYES
10615 HABITAT TRAIL,
BOKEELIA, FLORIDA 33922.


TIMOTHY M. KEYES

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1.) The name of the corporation is: TIM KEYES APPAREL GROUP INC.
- 2.) The name and address of the registered agent and office is:

TIMOTHY M. KEYES
10615 HABITAT TRAIL
BOKEELIA, FLORIDA 33922

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.

Signature: _____

Date: _____

**DIVISION OF CORPORATIONS, P O BOX 6327, TALLAHASSEE, FLORIDA
32314**

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