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August 15, 2002

Florida Department of State
Division of Corporations
New Filing Section
409 E. Gaines Street
Tallahassee, FL 32399

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

RE: Articles of Incorporation of S & B Sportswear, Inc.

Dear Sir or Madam:

EFFECTIVE DATE
10-11-02

Please find enclosed the original Articles of Incorporation of S & B Sportswear, Inc. and our firm Check No. 1193 in the amount of \$78.75 to cover the costs of filing the Articles of Incorporation.

Please feel free to call me if you have any questions.

Very truly yours,

William J. Richie

WJR/jef
Enclosures

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FILED
02 OCT 15 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

202-24106
9/8/02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 20, 2002

WILLIAM J. RITCHIE
PLEAT & PERRY PA
4477 LEGENDARY DR., STE. 202
DESTIN, FL 32541

SUBJECT: S & B SPORTSWEAR, INC.
Ref. Number: W02000024106

We have received your document for S & B SPORTSWEAR, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum
Document Specialist
New Filing Section

Letter Number: 302A00048920

ARTICLES OF INCORPORATION

OF

S & B Sportswear, Inc

FILED
02 OCT 15 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is S & B Sportswear, Inc.

ARTICLE II

PRINCIPAL OFFICE

EFFECTIVE DATE
10-11-04

The principal place of business and mailing address of this corporation is 15108 Briar Ridge Circle, Fort Meyers, Florida 33912.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of no-par value stock.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is William J. Ritchie, 151 Mary Esther Blvd., Suite 506, Mary Esther, Florida 32569.

ARTICLE V

INCORPORATORS

The name and address of the person signing these articles are as follows:

Timothy Fullum

15108 Briar Ridge Circle,
Fort Meyers, Florida 33912.

ARTICLE VI

DURATION

This corporation shall exist perpetually commencing on the date of execution of these articles.

Preferences, Limitation and relative Rights of Shares of Capital Stock

Voting Rights: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII

CORPORATE PURPOSE

This corporation is organized for the purpose of the manufacture, distribution and sale of TEXTILES in the sportswear industry and for transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE VIII

STOCK ISSUANCE

Shares of capital stock of this Corporation shall be issued initially to the following person and in the amount set opposite his name:

Timothy Fullum

1,000 shares

Shares held by the initial stockholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms of which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE IX

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock to this corporation of the same kind, class, or service as that which he already holds, shall have the right to purchase his prorate shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are as follows:

Timothy Fullum

15108 Briar Circle,
Fort Meyers, Florida 33912

ARTICLE XI

INITIAL OFFICERS

The initial officers who shall serve until successors are duly elected by a majority vote of the

directors are as follows:

President – Timothy Fullum

Vice President – Timothy Fullum

Secretary/Treasurer – Timothy Fullum

ARTICLE XII

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIII

RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock shall be issued initially to the following person:

Timothy Fullum	100%
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Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XIV

CUMULATIVE VOTING

At each such election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing such votes

on the same principle among any number of such candidates.

ARTICLE XV

CALLING OF SPECIAL MEETINGS

Special meeting of shareholders may be called by a majority of the outstanding shares.

ARTICLE XVI

SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote, fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

ARTICLE XVII

SHAREHOLDERS MEETING REQUIRED

The Shareholders of this corporation may take action by written consent as provided by law.

ARTICLE XVIII

MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of, the directors of this corporation.

ARTICLE XIX

DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting in the matter to be voted upon, the affirmative vote

of a majority of the remaining directors shall be the act of the Board of Directors.

ARTICLE XX

MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XXI

ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent as provided by law.

ARTICLE XXII

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XXIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation on this 11th day of OCTOBER, 2002.



Timothy Fullum

STATE OF

COUNTY OF

The foregoing instrument was acknowledged before me this 11th day of OCTOBER, 2002
by TIMOTHY FULLUM who is personally known by me or produced _____ as
identification.

NOTARY PUBLIC

Notary Name Printed

LAWRENCE V. CARRA
Notary Public, State of New York
No. 30-4688143
Qualified in Nassau County
Commission Expires November 30, 2005

FILED
02 OCT 15 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above-stated corporation, at the place
designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply
with the provisions of Chapter 48.01, Florida Statutes, relative to keeping said office open.


WILLIAM J. RITCHIE