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SMITH GAMBRELL AND RUSSEL

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FLORIDA PROFIT CORPORATION OR P.A.

Factory Direct Brands, Inc.

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**ARTICLES OF INCORPORATION
OF
FACTORY DIRECT BRANDS, INC.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

Name and Principal Office of Corporation

The name of this Corporation shall be Factory Direct Brands, Inc. The initial mailing address of the Corporation shall be 8706 Glenbury Court S., Jacksonville, Florida 32256.

ARTICLE II

Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

ARTICLE III

Stock

The total authorized capital stock of the Corporation shall be 5,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Roger K. Gannam
Smith, Gambrell & Russell, LLP
50 N. Laura Street, Suite 2600
Jacksonville, Florida 32202

ARTICLE V

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 50 N. Laura Street, Suite 2600, Jacksonville, Florida 32202. The name of the initial Registered Agent of this Corporation at the above address shall be Roger K. Gannam.

ARTICLE VII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than seven (7) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the Bylaws have been adopted, the Board of Directors shall consist of four (4) persons.

ARTICLE VIII
Initial Board of Directors

The name and street address of the members of the Initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of Shareholders, and thereafter until his or her successor is elected and has qualified, is:

Norman Abraham
8706 Glenbury Court S.
Jacksonville, FL 32256

Dale Francis
8706 Glenbury Court S.
Jacksonville, FL 32256

Jay Abraham
8706 Glenbury Court S.
Jacksonville, FL 32256

Pam Abraham
8706 Glenbury Court S.
Jacksonville, FL 32256

ARTICLE IX
By-Laws


The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

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ARTICLE X
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand as of this 18th day of April, 2005.

By: 
Roger K. Gannam
Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

That Factory Direct Brands, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Roger K. Gannam, 50 N. Laura Street, Suite 2600, Jacksonville, FL, 32202, as its agent to accept service of process within Florida.


Roger K. Gannam, Incorporator

4/18/2005
Date

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, Roger K. Gannam hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

By: 
Roger K. Gannam

4/18/2005
Date

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