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Fax Number : (850) 205-0380

From: Account Name : ROBERT W. BROWNING, JR. P.A.
Account Number : I20020000118
Phone : (941) 951-0707
Fax Number : (941) 951-7702

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06 MAR 15 AM 10:00
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

COR AMND/RESTATE/CORRECT OR O/D RESIGN**PRO-FIT APPAREL, INC.**

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JOHNSON BROWNING CLAYTON

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CERTIFICATE

The undersigned, being the sole director of Pro-Fit Apparel, Inc. (the "Corporation"), hereby certifies that the Restated Articles of Incorporation of the Corporation attached hereto (which changes the corporation's address) do not contain any amendments requiring the approval of the shareholders and that the Board of Directors adopted the Restated Articles on ~~January 18,~~ **MARCH 9, 2006** 2006.


Carolina A. Desloge, Director

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

PRO-FIT APPAREL, INC.

ARTICLE ONE. NAME

The name of the corporation is PRO-FIT APPAREL, INC.

ARTICLE TWO. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE THREE. POWERS

The corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE FOUR. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$ 1.00 per share.

ARTICLE FIVE. PRINCIPAL OFFICE

The street address of the principal office of the corporation is 1823 Brookhaven Dr., Sarasota FL 34239.

ARTICLE SIX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is One North Tuttle Ave., Sarasota, FL 34237, and the name of the initial registered agent of the corporation at that address is Robert W. Browning, Jr., Attorney.

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ARTICLE SEVEN. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the Bylaws.

ARTICLE EIGHT. INCORPORATOR

The name and address of the Incorporator is:

Robert W. Browning, Jr., Attorney
One North Tuttle Ave.
Sarasota, Fl. 34237

ARTICLE NINE. AMENDMENT

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

9 The undersigned Incorporator has executed these Restated Articles of Incorporation this day of March, 2006.


CAROLINA A. DESLOGE

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 9th day of March, 2006, by Carolina A. Desloge, who is personally known to me and who did not take an oath.


Notary Public

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JOHNSON BROWNING CLAYTON

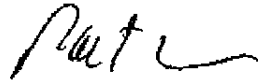
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ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: March 9, 2006



ROBERT W. BROWNING, JR.

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