

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0191 FAX

800-342-8086

P95000004254

CSC networks

95 JAN 17 2 10

MAIL TO:
P.O. BOX 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 526094 119622A

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 70.00

ORDER DATE : January 17, 1995

ORDER TIME : 1:51 PM

ORDER NO. : 526094

300001382103

CUSTOMER NO: 119622A

CUSTOMER: Gary D. Fields, Esq
GARY D. FIELDS, ESQ

Suite 700
4400 P.g.n. Boulevard
Palm Bch Garden, FL 33410

DOMESTIC FILING

P95000004254

NAME: RIVAL WEAR CORPORATION

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
X PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

FILED
95 JAN 17 AM 9:05
TALLAHASSEE, FLORIDA

DM
1-18-95
01

ARTICLES OF INCORPORATION
OF
RIVAL WEAR CORPORATION

FILED
95 JAN 17 PM 9 06
SECRET
TALLAHASSEE
FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RIVAL WEAR CORPORATION

The address of the principal office of this corporation shall be 351 Hiatt Drive, Palm Beach Gardens, Florida 33418, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Matthew Glassgold 351 Hiatt Drive
Dir./Pres./Sec./Treas. Palm Beach Gardens, Florida 33418

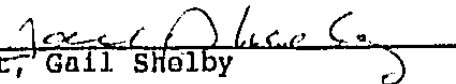
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Information Services, Inc., has herunto set
their hand and seal of Corporation Information Services,
Inc., on January 17, 1995.


CORPORATION INFORMATION SERVICES, INC.

By: 
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Information Services, Inc., a Florida
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

CORPORATION INFORMATION SERVICES, INC.

By: 
Its Agent, Gail Shelby

DAS/gls

LAW OFFICE OF
GARY D. FIELDS

(407) 625-1200

P95000004254

ADMIRALTY TOWER • SUITE 700
4400 PGA BOULEVARD
PALM BEACH GARDENS, FL 33410
FACSIMILE (407) 624-3709

February 08, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

PO00001403832
-02/10/95--01125--006
++++\$35.00 +++++\$35.00

Re: Rival Wear Corporation - Charter No. P95000004254 - Filed 1/17/95

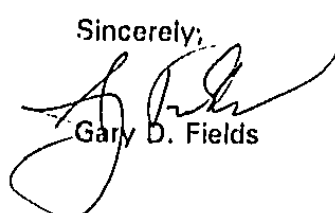
Dear Sir or Madam:

Enclosed please find a Statement of Change of Registered Office and Registered Agent, along with a check for the filing fee of Thirty-five Dollars (\$35.00).

Please file the Statement and update your records accordingly.

Thank you for your courtesy and cooperation in this regard.

Sincerely,


Gary D. Fields

GDF:hs
Enclosures

2/14/95
JAC/MS
JLL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 10 AM 9:44

Charter No. P 95000004254

Date Filed 1/17/95

STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

FILED
SECRETARY OF STATE
DIVISION
95 FEB 10 AM 9:44

1. The name of the corporation is: RIVAL WEAR CORPORATION

2. The name and address of its present registered agent is:

CORPORATION INFORMATION SERVICES, INC.
1201 Hays Street
Tallahassee, Florida 32301

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

GARY D. FIELDS, ESQ.

4400 PGA BOULEVARD, SUITE 700

PALM BEACH GARDENS, FL 33410

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

MATTHEW GLASSGOLD / PRES.
(Typed or printed name and title)

Signature

[Signature]
(President or Vice President)

Date

1/29/95

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name GARY D. FIELDS

Signature

[Signature]
(Agent)

Date