

RICHARD S. FITZPATRICK  
CURTIS J. NEAL  
JAMES A. NEAL, JR.

CHARLES B. FITZPATRICK  
1923-1986

**P95000013633**

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*Fitzpatrick & Fitzpatrick, P.A.*

ATTORNEYS AT LAW  
213 NORTH APOPKA AVENUE  
INVERNESS, FLORIDA 34450-4296

February 14, 1995

TALLAHASSEE, FLORIDA

1995 FEB 16 PM 2:00

FILED

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

Re: Clothes-Outs, Inc.

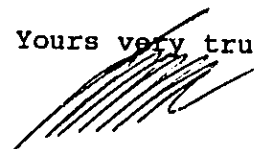
Dear Sirs:

I enclose herewith Articles of Incorporation and Certificate Designating Registered Agent for the above profit corporation. My check in the amount of \$122.50 is enclosed covering the following costs:

Filing Fee	\$35.00
Certified Copy of Charter	52.50
Certificate Designating Registered Agent	35.00

*AB 2/17/95*

Yours very truly,



Curtis J. Neal

100001408181  
-02/16/95--01091--010  
\*\*\*122.50 \*\*\*122.50

CJN/jrh  
Enclosures

ARTICLES OF INCORPORATION

of

CLOTHES-OUTS, INC.

FILED  
1995 FEB 16 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby sets forth his intention to form a corporation under laws of the State of Florida.

Article 1. Name.

The name of the corporation is CLOTHES-OUTS, INC.

Article 2. General Purpose.

This corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

Article 3. Capital Stock.

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

Article 4. Registered Office and Agent.

The street address of the initial registered office of this corporation is 2607-B E. Gulf to Lake Highway, Inverness, Florida 34450 and the name of the initial registered agent of this corporation is FRED OSBORNE, JR. at that address.

Article 5. Initial Board of Directors.

This corporation shall have 1 director initially. The number of directors may be either increased or decreased from time to time in accordance with the provisions of the bylaws but shall never be less than one. The name of the initial director is:

Fred Osborne, Jr.

Article 6. Incorporator.

The name and address of the person signing these articles is:

Fred Osborne, Jr.

Article 7. Bylaws.

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and Shareholders of this corporation.

Article 8. Indemnification.

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

Article 9. Amendments.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders or

Directors is subject to this reservation.

Article 10. Pre-emptive Rights.

Every Shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he ready holds, shall have the right to purchase at pro-rata share thereof at the price of which it is offered to others.

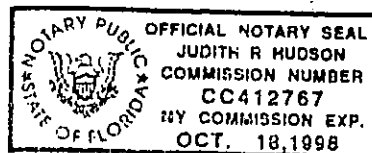
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31<sup>st</sup> day of January, 1989.

Fred Osborne Jr.  
FRED OSBORNE, JR.

STATE OF FLORIDA  
COUNTY OF CITRUS

SUBSCRIBED AND SWORN to before me this 31<sup>st</sup> day of January 1995 by FRED OSBORNE, JR., who is personally known to me or who produced FL Drivers License as identification, and who did/did not take an oath.

Judith R. Hudson  
NOTARY PUBLIC  
My Commission Expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That CLOTHES-OUTS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 2607-B E. Gulf to Lake Highway, Inverness, Florida 34450, State of Florida and named Fred Osborne, Jr. as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said ct relative to keeping open said office.

By:

Fred Osborne Jr.  
(Resident Agent)

STATE  
TALLAHASSEE, FLORIDA

1995 FEB 16 PM 2:00

FILED