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D & D BEACHWEAR, INC.
P. O. BOX 9328
PANAMA CITY BEACH, FL 32417-9328

FILED
95 FEB 14 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 9, 1995

Florida Dept. of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

Dear Sir/Madam;

Enclosed please find the Articles of Incorporation for
D & D BEACHWEAR, INC., along with our check for \$70.00
to cover filing fee and resident agent designation fee.

Yours truly,

Debra Jackson
President

500001408365
-02/16/95--01106--003
*****70.00 *****70.00

D. BROWN FEB 20 1995

FILED
95 FEB 16 AM 8:49
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
D & D BEACHWEAR, INC.

ARTICLE I NAME & PLACE OF BUSINESS

THE NAME OF THIS CORPORATION IS D & D BEACHWEAR, INC.
AND ITS PLACE OF BUSINESS IS 216 MIRACLE STRIP PARKWAY,
FT. WALTON BEACH, FLORIDA 32458.

ARTICLE II NATURE OF BUSINESS

THIS CORPORATION IS ORGANIZED FOR THE TRANSACTION OF ANY
AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE
INCORPORATED UNDER CHAPTER 607, FLORIDA STATUTES.

ARTICLE III CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION
IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS ONE THOUSAND
(1000) SHARES OF COMMON STOCK HAVING A NOMINAL PAR VALUE OF ONE
DOLLAR (\$1.00) PER SHARE.

ARTICLE IV. REGISTERED OFFICE AND RESIDENT AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS
CORPORATION IN THE STATE FLORIDA IS 216 MIRACLE STRIP PKWY, FT.
WALTON BEACH, FLORIDA 32458 WITH ITS MAILING ADDRESS BEING
P.O. BOX 9328, PANAMA CITY BEACH, FLORIDA 32417-9328. THE
NAME OF THE INITIAL RESIDENT AGENT AT THIS ADDRESS IS
DEBRA JACKSON.

ARTICLE V. THE NAMES AND STREET ADDRESS OF THE INITIAL SLATE
OF OFFICERS AND THE OFFICE WHICH THEY WILL BE SERVING ARE:

DEBRA JACKSON
216 MIRACLE STRIP PKWY.
FT. WALTON BEACH, FL 32458

PRESIDENT
SECRETARY/TREASURER

ARTICLE VI. INITIAL DIRECTORS

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DECREASED FROM TIME TO TIME BY THE BYLAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME OF THE INITIAL DIRECTOR IS:

DEBRA JACKSON

ARTICLE VII. SHAREHOLDERS

SHARE OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNT SET OPPOSITE THEIR NAME:

DEBRA JACKSON 500 SHARES

ARTICLE VIII. DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY COMMENCING WITH THE SIGNING OF THESE ARTICLES OF INCORPORATION.

ARTICLE IX. INCORPORATOR

THE NAME OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS: DEBRA JACKSON.

ARTICLE X. BYLAWS

THE POWER TO ADOPT, ALTER, AMEND, OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE XI. 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 IS SUBJECT TO THIS RESERVATION.

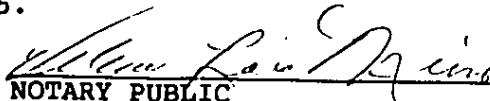
IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 13 DAY OF FEB 1995


DEBRA JACKSON/PRESIDENT

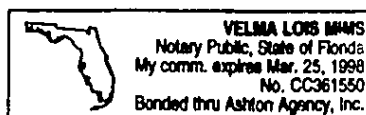
STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, THE UNDERSIGNED AUTHORITY, AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED DEBRA JACKSON, KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND SHE ACKNOWLEDGED BEFORE ME THAT SHE EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL, IN THE STATE AND COUNTY AFORESAID, ON THIS 13 DAY OF FEB 1995.


NOTARY PUBLIC

(SEAL) MY COMMISSION EXPIRES _____



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TALLAHASSEE, FLORIDA

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 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

D & D BEACHWEAR, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE AT 216 MIRACLE STRIP PARKWAY, FT. WALTON BEACH, FL 32458 HAS NAMED DEBRA JACKSON AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


DEBRA JACKSON/PRESIDENT

DATE FEB 13, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STYLED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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.


DEBRA JACKSON/PRESIDENT

DATE FEB 13, 1995