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BORDELON & TIDWELL
ATTORNEYS AND COUNSELORS
2717 GULF BREEZE PARKWAY
GULF BREEZE, FLORIDA 32561-3079
(904) 934-1000

February 22, 1995

FILED
95 FEB 28 11:23
SECRET
TALLAHASSEE

State of Florida
Department of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

Re: GUESS EXPRESS, INC.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and date stamp and return to us the copy.

We are enclosing a check made payable to the Florida Department of State in the amount of \$70.00 for the filing fee and registered agent designation fee.

Sincerely,

BORDELON & TIDWELL

Noreen O. Theriot
By: Noreen O. Theriot,
Legal Assistant to
Michael D. Tidwell, Esq.

Enclosures

MA
3-1-95

ARTICLES OF INCORPORATION

OF

GUESS EXPRESS, INC.

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TALLAHASSEE

ARTICLE I.

NAME

The name of the corporation shall be GUESS EXPRESS, INC.

ARTICLE II.

DURATION

The duration of the corporation shall be perpetual and its existence shall commence on February 28, 1995.

ARTICLE III.

PURPOSE

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

ARTICLE IV.

CAPITAL STOCK

The corporation is authorized to issue FIVE THOUSAND (5,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V.

PRINCIPAL OFFICE AND MAILING ADDRESS

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The principal place of business and the mailing address of the corporation is 1676 College Parkway, Gulf Breeze, Florida 32561. The street address of the initial registered office of the corporation is 1676 College Parkway, Gulf Breeze, Florida 32561, and the initial registered agent at such address is Henry G. Guess, III.

ARTICLE VI.

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

ARTICLE VII.
INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>ADDRESS</u>
Henry G. Guess, III	1676 Collogo Parkway Gulf Breeze, Florida 32561

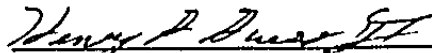
ARTICLE VIII.
BYLAWS

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

ARTICLE IX.
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of February, 1995.


HENRY G. GUESS, III

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept the service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping open said office. I am familiar with and accept the obligations of my position as registered agent.

Dated this 24th day of February, 1995.

By: 
HENRY G. GUESS, III