

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9071
904-222-0393 FAX

800-342-8086



networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

195000033119

FILED

95 APR 26 PM 1:57

SECRETARY OF STATE
TALLAHASSEE, FL 32301

ACCOUNT NO. : 072100000032

REFERENCE : 585807 81030A

AUTHORIZATION :

COST LIMIT : 9PPD

ORDER DATE : April 26, 1995

ORDER TIME : 2:01 PM

ORDER NO. : 585807

CUSTOMER NO: 81030A

800001465688
-04/26/95--01068--025
****122.50 ****122.50

CUSTOMER: Ms. Katheryn S. Prosser
BUSCHMAN AHERN AND PERSONS

P. O. Box 50006

Jacksonville Bk, FL 32240-0006

DOMESTIC FILING

NAME: ASP/APPAREL SCREEN PRINTING,
INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

APR 27 1995 BSB

ARTICLES OF INCORPORATION
OF
ASP/APPAREL SCREEN PRINTING, INC.

FILED

APR 26 PM 1:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: The name of this corporation is ASP/APPAREL SCREEN PRINTING, INC.

ARTICLE II: This corporation shall have perpetual existence.

ARTICLE III: This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE IV: The maximum number and class of shares of capital stock which this corporation is authorized to have outstanding is one hundred (100) shares of common capital stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V: The initial principal office of this corporation shall be at 927-931 North Third Street, Jacksonville Beach, Florida 32250, and the name of the corporation's initial registered agent is ALBERT E. BUSCHMAN, JR., at 2215 South Third Street, Suite 101, Jacksonville Beach, Florida 32250.

ARTICLE VI: Initially, this corporation shall have two (2) members on the Board of Directors, and the corporation shall have the authority to operate with not less than one member on the Board of Directors. The following are the names and addresses of the initial members of the Board of Directors:

JOHN RAY HOLLAND
927-931 North Third Street
Jacksonville Beach, Florida 32250

MICHAEL S. McCOY
927-931 North Third Street
Jacksonville Beach, Florida 32250

ARTICLE VII: The name and street address of the person signing these Articles of Incorporation as a subscriber are as follows:

ALBERT E. BUSCHMAN, JR.
2215 South Third Street, Suite 101
Jacksonville Beach, Florida 32202

ARTICLE VIII: The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX: The Directors of this corporation shall take action by written consent, as provided by law.

ARTICLE X: The Board of Directors is authorized, with the approval of the Shareholders, to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time-to-time.

ARTICLE XI: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and, accordingly, has hereunto set his hand and seal this 25th day of April, 1995.



(SEAL)
ALBERT E. BUSCHMAN, JR.

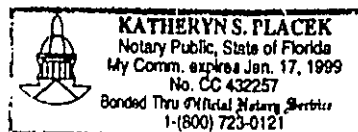
STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by ALBERT E. BUSCHMAN, JR., who is personally known to me and acknowledged to and before me that he signed the foregoing Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 25th day of April, 1995.

NOTARY PUBLIC





FILED
APR 11 1995

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

IN COMPLIANCE WITH SECTION 48-091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, that ASP/APPAREL SCREEN PRINTING, INC., desiring to organize or qualify under the Laws of the State of Florida as a corporation, with its principal place of business at 927-931 North Third Street, Jacksonville Beach, Florida 32250, County of Duval, State of Florida, as indicated in the Articles of Incorporation, has named ALBERT E. BUSCHMAN, JR., located at 2215 South Third Street, Suite 101, Jacksonville Beach, Florida 32250, as its agent to accept service of process within the State of Florida.

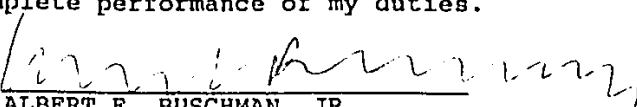
Dated April 20, 1995


ALBERT E. BUSCHMAN, JR.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation at the place designated in the Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes and acts relative to keeping open said office and with all provisions of all statutes and acts relative to the proper and complete performance of my duties.

Dated April 20, 1995


ALBERT E. BUSCHMAN, JR.

P9500033119



ACCOUNT NO. : 072100000032
REFERENCE : 927460 81030A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

FILED
96 APR 23 PM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 22, 1996

ORDER TIME : 4:39 PM

ORDER NO. : 927460

300001789973
-04/23/96--01036--002
*****35.00 *****35.00

CUSTOMER NO: 81030A

CUSTOMER: Ms. Katheryn S. Prosser
Buschman Ahern And Persons
P. O. Box 50006

Jacksonville Bh, FL 32240-0006

DOMESTIC AMENDMENT FILING

NAME: ASP/APPAREL SCREEN PRINTING,
INC.

RECEIVED
APR 23 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

NCXPS
4/24

CONTACT PERSON: Victoria L. Perez
EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 23, 1996

CSC NETWORKS
VICTORIA
TALLAHASSEE, FL

SUBJECT: ASP/APPAREL SCREEN PRINTING, INC.
Ref. Number: P95000033119

RESUBMIT

Please give original
submission date as file date.

We have received your document for ASP/APPAREL SCREEN PRINTING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The new name as stated in the Articles of Amendment differs from the name shown in the Consent by the Shareholders --- please correct the document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 296A00018983

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ASP/APPAREL SCREEN PRINTING, INC.

1. Article I of the Articles of Incorporation of ASP/APPAREL SCREEN PRINTING, INC., is amended to read as follows:

ARTICLE I:

The name of this corporation is BLUE HERON DESIGNS, INC.

2. The foregoing amendment has been consented to by the stockholders of this corporation by written consent attached hereto and by this reference made a part hereof.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 17th day of April, 1996.

John Ray Holland, President
JOHN RAY HOLLAND, President

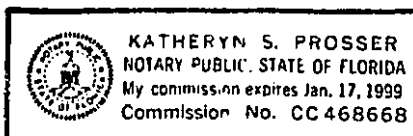
ATTEST: John Ray Holland
JOHN RAY HOLLAND, Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

I hereby certify that on this day appeared before me, an officer duly authorized to administer oaths and take acknowledgments, JOHN RAY HOLLAND, President and Secretary of Asp/Apparel Screen Printing, Inc., who is personally known to me.

WITNESS my hand and official seal in the County and State aforesaid, this 17th day of April, 1996.

Kathryn S. Prosser



CONSENT BY SHAREHOLDERS
TO AMENDMENT TO
ARTICLES OF INCORPORATION OF
ASP/APPAREL SCREEN PRINTING, INC.

We, the undersigned, being all of the Shareholders of ASP/APPAREL SCREEN PRINTING, INC., do hereby consent to the Amendment of the Articles of Incorporation of ASP/APPAREL SCREEN PRINTING, INC., whereby ARTICLE I is amended so as to change the name to BLUE HERON DESIGNS, INC.

Dated this 17th day of April, 1996.

Shareholder:


JOHN RAY HOLLAND