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May 9, 1995

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: *Village Shirt Factory, Inc.*
Our File No. 95-6762

Gentlemen:

Enclosed herewith please find the original executed and one copy of the Articles of Incorporation for the above-referenced corporation. Upon filing, please return the copy stamped with the filing information.

Also enclosed is the firm's trust account check in the amount of \$70.00 to cover the requisite fees. Thank you.

Very truly yours,

John L. Soileau

JLS:spe

Enclosures

cc: Client

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-05/10/95--01069--005
*****70.00 *****70.00

5/11/95

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**ARTICLES OF INCORPORATION
OF
VILLAGE SHIRT FACTORY, INC.**

RECEIVED
JAN 10 AM 8:35
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is VILLAGE SHIRT FACTORY, INC. and its principal office is located at 105 Brevard Avenue, Cocoa, Florida 32922.

Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these articles are filed with the Secretary of State.

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

Article V - Preemptive Rights

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which such stockholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 105 Brevard Avenue, Cocoa, Florida 32922.

The name of the initial registered agent of this corporation at that address is Michael R. Lewis.

Article VII Initial Board of Directors

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time pursuant to the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are: Michael R. Lewis, P. O. Box 560393, Rockledge, Florida 32956; Carol S. Garutti, 1055 Shady Lane, Merritt Island, Florida 32952; and Paul D. Lewis, Jr., 1255 St. Andrews Drive, Rockledge, Florida 32955.

Article VIII - Incorporator

The name and address of the person signing these articles is Michael R. Lewis, P. O. Box 560393, Rockledge, Florida 32956.

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

Article X - Compensation of Directors

The stockholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article XI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by

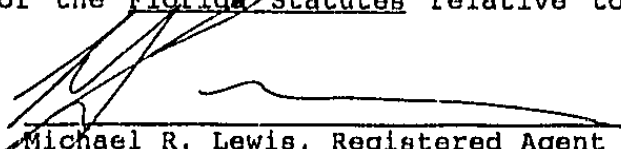
law.

Article XII - Amendment

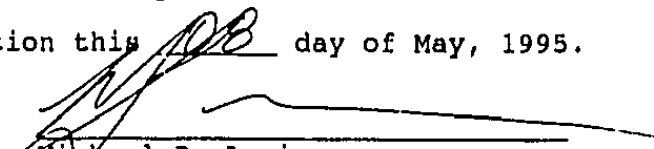
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

Article XIII - Acceptance of Registered Agent

Having been named to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.


Michael R. Lewis, Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of May, 1995.


Michael R. Lewis
Subscriber/Incorporator

ACKNOWLEDGMENT

**STATE OF FLORIDA
COUNTY OF BREVARD**

The foregoing Articles of Incorporation was acknowledged before me this 12 day of May, 1995, by MICHAEL R. LEWIS, who is personally known to me or who has produced _____ as identification and who did not take an oath.

Notary Public:

Name: JOHN L. SOILEAU
State of Florida at Large (SEAL)
My Commission Expires:



OFFICIAL SEAL
JOHN L. SOILEAU
My Commission Expires
Oct. 29, 1995