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GUY H. AMASON, JR., P.A.
ATTORNEY AT LAW
MCGREGOR PROFESSIONAL PLACE
CERTIFIED CIVIL COURT MEDIATOR

- GENERAL PRACTICE
- WILL, PROBATE AND ESTATE PLANNING
- TRIAL PRACTICE
- DIVORCE & FAMILY LAW
- LANDLORD - TENANT

June 19, 1995

13161 MCGREGOR BLVD.
FORT MYERS, FLORIDA 33919-5936
TEL. (813) 481-4834
FAX NUMBER: (813) 481-9327

Secretary of State
State of Florida
The Capitol
Tallahassee, Florida 32304

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-06/22/95--01084--021
****122.50 ****122.50

RE: STAMPEDE WESTERN WEAR OF NAPLES, INC.

Dear Sir:

Please find enclosed the original Articles of Incorporation for the above referenced new Florida corporation and Xerox copy which we would appreciate your certifying and returning to this office at the earliest possible date.

Also, please find enclosed my Trust check in the amount of \$122.50 for payment of filing fees, registered agent and certified copy.

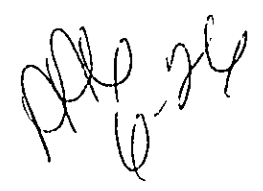
Thank you in advance for your assistance.

Very truly yours,


Guy H. Amason, Jr.

GHAJr/jsa

Enclosures



FILED
95 JUN 22 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STAMPEDE WESTERN WEAR OF NAPLES, INC.

The undersigned Incorporator, for the purpose of becoming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

STAMPEDE WESTERN WEAR OF NAPLES, INC.

ARTICLE II

Mailing Address

The principal place of business and mailing address of the corporation shall be:
2644 Tamiami Trail
Naples, FL 33962

ARTICLE III

Shares

The aggregate number of shares which the corporation is authorized to issue is Seven Hundred Fifty (750) at \$10.00 Par Common Stock.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 13161 McGregor Blvd., Suite F, Fort Myers, Florida 33919 and the name of the initial registered agent of the corporation at such address is GUY H. AMASON, JR.

ARTICLE V

Incorporator

The name and address of the initial incorporator is:

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95 JUN 22 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GUY H. AMASON, JR.

13161 McGregor Blvd., Suite F
Fort Myers, Florida 33919

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged
and filed the foregoing Articles of Incorporation under the laws of the State of
Florida, this 19th day of June, 1995.

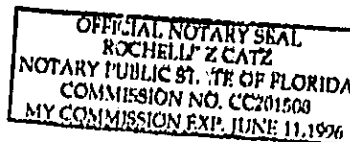
G. H. Amason, Jr.
GUY H. AMASON, JR.

STATE OF FLORIDA)
)SS:
COUNTY OF LEE)

BEFORE ME, the undersigned authority, personally appeared GUY H. AMASON, JR., to me well known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purpose therein expressed.

this 19th WITNESS my hand and official seal in the County and State named above,
day of June, 1995.

Rochelle Z. Catz
ROCHELLE Z. CATZ
Notary Public
State of Florida at Large



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **STAMPEDE WESTERN WEAR OF NAPLES, INC.**
2. The name and address of the registered agent and office is:

GUY H. AMASON, JR.
13161 McGregor Blvd., Suite F
Fort Myers, FL 33919

FILED
JUN 22 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature: G. H. Amason, Jr.
GUY H. AMASON, JR.

Title: G. H. Amason, Jr.
INCORPORATOR

Date: June 19, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: G. H. Amason, Jr.
GUY H. AMASON, JR.

Date: June 19, 1995