

**P95-00005/155**

**POWELL, CARNEY, MOORE, HUCKS & OLSON, P.A.**

MARY JO CARNEY  
BRIAN T. FITZGERALD  
JOEL B. GILES  
ALAN M. GROSS  
JOHN CURTIS HUCKS  
S. HELEN MOORE  
STEWART O. OLSON  
JAMES N. POWELL  
DON DOUGLAS RAMSAY

ATTORNEYS AT LAW  
BARNETT TOWER  
ONE PROGRESS PLAZA  
SUITE 1210  
ST. PETERSBURG, FLORIDA 33701

MAILING ADDRESS:  
P.O. BOX 1889  
ST. PETERSBURG, FLORIDA 33731-1889

TELEPHONE  
813-888-9011  
FACSIMILE  
813-888-9014

June 21, 1995  
**VIA FEDERAL EXPRESS**

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

Re: Nautica/Duval, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for Nautica/Duval, Inc., and return a certified copy of the filed Articles of Incorporation to me. The enclosed Check No. 18191, in the amount of \$122.50, should be sufficient for the filing, designation of registered agent, and certified copy fees. If the enclosed check is not sufficient, or if there is any other problem with filing this document, please call me immediately. Otherwise, I shall look forward to receiving a certified copy of the filed document in the near future.


Sincerely,

POWELL, CARNEY, MOORE,  
HUCKS & OLSON, P.A.

  
JOEL B. GILES

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enclosures

*WPS-17947* *6/26/95*  
*00628*  
*00634*  
*0067*  


EFFECTIVE DATE  
*6/21/95*

5 JUN 23 1995  
TALLAHASSEE  
SECRETARY OF STATE



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

June 26, 1995

**POWELL, CARNERY MOORE ET AL**  
**ONE PROGRESS PLAZZ BARNETT TOWER**  
**STE 1210**  
**ST. PETERSBURG, FL 33701**

**SUBJECT: NAUTICA/DUVAL, INC.**  
**Ref. Number: W95000012947**

We have received your document for NAUTICA/DUVAL, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 395A00031106

**POWELL, CARNEY, MOORE, HUCKS & OLSON, P.A.**

MARY JO CARNEY  
BRIAN T. FITZGERALD  
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ST. PETERSBURG, FLORIDA 33731-1889

TELEPHONE  
813-898-9011  
FACSIMILE  
813-898-9014

June 28, 1995

Ms. Terri Buckley,  
Corporate Specialist  
State of Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Nautica/Duval, Inc.  
Reference No.: W95000012947

Dear Ms. Buckley:

Please file the enclosed Articles of Incorporation for Nautica/Duval, Inc., and return a certified copy of the filed Articles of Incorporation to me. I have revised them in accordance with your June 26, 1995, letter, a copy of which is enclosed. If there is any other problem with filing this document, please call me immediately. Otherwise, I shall look forward to receiving a certified copy of the filed document in the near future.

Sincerely,

POWELL, CARNEY, MOORE,  
HUCKS & OLSON, P.A.



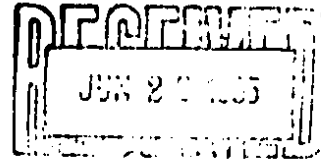
JOEL B. GILES

JBG/sh  
enclosures



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

June 26, 1995



**POWELL, CARNERY MOORE ET AL**  
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**ST. PETERSBURG, FL 33701**

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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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 395A00031106

**ARTICLES OF INCORPORATION  
OF  
NAUTICA/DUVAL, INC.**

The undersigned, for the purpose of forming a corporation (the "Corporation") under the provisions of Chapter 607 of the Florida Statutes, hereby agrees to the following:

**ARTICLE I  
Name and Address**

The name of the Corporation shall be NAUTICA/DUVAL, INC., and the location of its principal place of business and its mailing address shall be 5401 West Kennedy Boulevard, Suite 751, Tampa, Florida 33609.

**ARTICLE II  
Purpose and Powers**

Section 1. The Corporation is formed for the purpose of engaging in any lawful activities or businesses for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights, and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE III  
Term of Existence**

The Corporation shall have perpetual existence. Corporate existence shall commence on June 21, 1995, the date of execution and acknowledgement of these Articles of Incorporation, provided that these Articles of Incorporation are filed with the State of Florida Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV  
Capital Stock**

The authorized capital stock of the Corporation shall be 1,200 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V**  
**Preemptive Rights Granted**

Each shareholder of the Corporation shall have the first right to purchase shares of the Corporation or securities convertible into such shares of the same class, kind, or series as that which the shareholder already holds that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares it holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. Any such preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms, and conditions of the issue of shares and inviting the shareholder to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

**ARTICLE VI**  
**Board of Directors**

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director, whose name and address are as follows:

Name	Address
René M. Wood	5401 West Kennedy Boulevard, Suite 751 Tampa, Florida 33609

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

**ARTICLE VII**  
**Bylaws**

Section 1. The initial Board of Directors shall adopt Bylaws for the Corporation at a meeting of the initial Board of Directors following the filing of these Articles of Incorporation.

**Section 2.** The power to adopt, alter, amend, or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

**Section 3.** Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended, or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

#### **ARTICLE VIII** **Amendments**

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

#### **ARTICLE IX** **Registered Office and Agent**

**Section 1.** The street address of the initial registered office of the Corporation shall be 200 Central Avenue, Suite 1210, St. Petersburg, Florida 33701.

**Section 2.** The name of the initial registered agent of the Corporation located at said address shall be Joel B. Giles.

#### **ARTICLE X** **Incorporator**

The name and address of the incorporator are:

Name	Address
Joel B. Giles	200 Central Avenue, Suite 1210 St. Petersburg, Florida 33701

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 21<sup>st</sup> day of June, 1995.

JOEL B. GILES  
JOEL B. GILES

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of June, 1995, by JOEL B. GILES, who is personally known to me or has produced as identification.

Sharon D Hall  
(Sign on this line)

Sharon D Hall  
(Legibly print name on this line)

NOTARY PUBLIC, State of Florida

COMMISSION NO.: 434713

EXPIRATION DATE: January 23, 1999

(SEAL)



SHARON D HALL  
My Commission CC434713  
Expires Jan 23, 1999  
Bonded by HAI  
800-422-1555

**ACCEPTANCE**

I hereby accept appointment to act as initial Registered Agent for NAUTICA/DUVAL, INC., as stated in these Articles of Incorporation.

JOEL B. GILES  
JOEL B. GILES