

1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-0171
904-222-0172

800-342-8086

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ACCOUNT NO. : 0721000000

REFERENCE : 629390 10915A

AUTHORIZATION :

COST LIMIT : \$ *Prepaid*

7000001585177
-07/11/95--01110--010
140.00 *70.00

ORDER DATE : June 29, 1995

ORDER TIME : 3:53 PM

ORDER NO. : 629390

CUSTOMER NO: 10915A

CUSTOMER: *(904) 281-0300*
Peggy Adolphson, Legal Asst
WALKER & KOEGLER

Post Office Box 550587

Jacksonville, FL 32255-0587

EFFECTIVE DATE
7-1-95

FILED
95 JUN 30 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: JENNIFER ROLAND, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

FILING 35.
R. AGENT 35.
C. COPY _____
TOTAL 70.
N. BANK _____
BALANCE DUE _____
REFUND _____

FILE 157

T. BROWN JUN 30 1995

EFFECTIVE DATE

7-1-95

**ARTICLES OF INCORPORATION
OF
JENNIFER ROLAND, INC.**

FILED
\$5 JUN 30 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby files these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the Corporation shall be: Jennifer Roland, Inc.

ARTICLE II.

The Corporation shall have perpetual existence.

ARTICLE III.

The general nature of the businesses to be transacted by the Corporation shall be as follows:

Section 1. To engage in any activity or business permitted under the laws of the United States of America and of this State;

Section 2. To buy, sell and otherwise dispose of, hold, own, improve, lease, mortgage and otherwise encumber, and to trade and deal in all kinds of real estate and any interests therein;

Section 3. To buy, sell and otherwise dispose of, hold, own, manufacture, produce, export, import, mortgage, pledge, hypothecate and otherwise encumber, and to trade and deal in all kinds of personal property, either as principal or agent, upon commission or otherwise;

Section 4. To acquire by subscription, purchase or otherwise, to hold for investment or resale, to mortgage, pledge, hypothecate and to sell or otherwise dispose of, and in all ways to trade and deal in and with, as principal or agent, and upon commission or otherwise, stocks, bonds, notes, debentures, mortgages, certificates of indebtedness, and other obligations and securities of individuals and of corporations, private or public, domestic or foreign, and of municipal and governmental subdivisions, agencies and authorities, and investment securities and choses in action generally; with power to issue its own securities in exchange therefor to the extent permitted by the Corporation laws of the State of Florida; to collect the interest and dividends on its holdings as well as the principal thereof; to make advances upon or for the benefit of, and to do all things suitable and proper for the protection, conservation or enhancement in value of any securities, choses in action, properties or investments held by it; and to possess and exercise, with respect thereto, all

of the rights, powers and privileges of individual owners or holders thereof, and to exercise any and all voting powers thereon;

Section 5. Without limit as to amount, to borrow money for the purposes of the Corporation, to draw, make, accept, endorse, discount, execute, issue and transfer promissory notes, debentures, bills of exchange, bonds, warrants and other negotiable or transferable instruments, and to issue, sell and dispose of bonds, notes, debentures or other obligations of the Corporation from time to time for any of its objects and purposes, with or without security, and, if so determined, to secure the same by mortgage, pledge, deed of trust or otherwise;

Section 6. To acquire the goodwill, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities, of any person, firm, association or corporation; to pay therefor in cash, the stock, bonds, notes, debentures or other obligations of the Corporation, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

Section 7. To aid by loan, subsidy, guaranty, or in any other manner, any corporation, firm, syndicate, association or individual to the extent the Shareholders deem advisable to promote the business, interests and purposes of the Corporation, and any corporation whose stocks, bonds, securities or other obligations are in any manner, either directly or indirectly, held or guaranteed by the Corporation; to do any and all other acts or things toward the protection, conservation or enhancement in value of any such stocks, bonds, securities or other obligations, and to do all and any acts or things designed to accomplish any such purpose;

Section 8. To employ its surplus earnings or accumulated profits from time to time as its Shareholders may determine to purchase or otherwise acquire, to hold or otherwise utilize, and to reissue, sell, or otherwise dispose of or turn to account, as its Shareholders may from time to time determine, the stocks, bonds, debentures or other securities of the Corporation, to the extent permitted by law;

Section 9. To acquire, hold, use, lease, grant licenses in respect of, pledge, mortgage, sell, assign or otherwise dispose of letters patent of the United States or any foreign country,

patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of the Corporation;

Section 10. To enter into, make, perform and carry out, without limit as to amount, contracts and arrangements pertaining to the business of the Corporation, including, but not limited to, arrangements for the sharing of profits, union of interests, joint ventures, reciprocal concessions or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and to obtain from any such governmental, municipal or public authority any rights, privileges or concessions which the Corporation may think desirable to obtain, and to carry out, exercise and comply with any such rights, privileges and concessions;

Section 11. To have one or more offices, and to carry on its operations and to transact its business and promote its objects and purposes in any part of the world, either alone or with other individuals, firms, syndicates, partnerships, associations, corporations, authorities or other entities, without restriction as to place or amount, and to do all lawful acts and things necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth.

IN GENERAL, and in connection with the foregoing, the Corporation shall have and may use, exercise and enjoy all the powers of like corporations conferred by the corporation laws of the State of Florida, it being expressly provided that the enumeration of the objects, powers or purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the Corporation, and that the objects, powers and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects.

ARTICLE IV.

Section 1. The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be Fifty Thousand (50,000) shares of Class A Voting Common Stock having a par value of One Cent (\$.01) per share and Fifty Thousand (50,000) shares of Class B Non-Voting Common Stock having a par value of One Cent (\$.01) per share. All stock issued shall be fully paid and non-assessable.

Section 2. The Class A Voting Common Stock shall have the sole and exclusive voting privileges, each share of Class A Voting Common Stock being entitled to one (1) vote. The sales price to be paid the Corporation for any share of Class A Voting Common Stock at any time sold or transferred shall be no less than the par value. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all remaining assets of the Corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding.

Section 3. The Class B Non-Voting Common Stock shall have no voting privileges whatsoever, all such voting privileges being vested solely and exclusively in the Class A Voting Common Stock. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntarily or otherwise, after the payment of the debts of the Corporation, the holders of the Class B Non-Voting Common Stock and the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all the remaining assets of the Corporation in proportion to the total number of shares of the Class B Non-Voting Common Stock and the Class A Voting Common Stock then issued and outstanding.

Section 4. The Shareholders, regardless of the class of stock held, shall have no preemptive rights with respect to the capital stock or securities of the Corporation of any class, and the Corporation from time to time may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital stock and may issue and sell its bonds, notes, debentures, and other securities convertible into stock of the Corporation without offering such shares, rights or options to purchase shares, bonds, notes, debentures or other securities (whether now or hereafter authorized) to the Shareholders then holding shares of its capital stock.

ARTICLE V.

The principal office of this Corporation shall be 4655 Salisbury Road, Suite 390, Jacksonville, Florida 32256 and the mailing address shall be Post Office Box 51099, Jacksonville Beach, Florida 32250.

ARTICLE VI.

The street address of the initial registered office of this Corporation in Florida shall be 4655 Salisbury Road, Suite 390, Jacksonville, Florida 32256, and its initial registered agent at that

address shall be James V. Walker. The registered office and registered agent of the Corporation may be changed from time to time upon notification to the proper authorities.

ARTICLE VII.

This Corporation shall not have a Board of Directors. Exercise of corporate power and management of corporate affairs shall be accomplished by the Shareholders.

ARTICLE VIII.

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote thereon who did not give their written consent.

ARTICLE IX.

If all, or any, of the Shareholders or subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the Corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE X.

The affirmative vote of holders of fifty-one percent (51%) of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the Corporation;

- (c) Sale, lease or exchange of the major portion of the property or assets of the Corporation; and
- (d) Dissolution of the Corporation.

ARTICLE XI.

A Shareholder shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

ARTICLE XII.

The Shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Charter or By-Law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XIII.

The name and street address of the Incorporator of these Articles of Incorporation is as follows:

Name
James V. Walker

Street Address
4655 Salisbury Road, Suite 390
Jacksonville, Florida 32256

ARTICLE XIV.

The effective date of this Corporation shall be July 1, 1995. This election is pursuant to Section 607.0203, Florida Statutes (1994).

ARTICLE XV.

Section 1. The Corporation shall have such officers as from time to time may be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Shareholders.

Section 2. No officer of this Corporation shall, in the absence of fraud, be disqualified by his office from dealing or contracting with this Corporation either as vendor, purchaser or

otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this Corporation be void or voidable or affected by reason of the fact that any such officer, or any firm of which any such officer is a member or an employee, or any Corporation of which any such officer is an officer, director, Shareholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this Corporation, even though the vote of the officer or officers having such interest shall have been necessary to obligate this Corporation upon such contract, transaction or act; and no officer or officers having such interest shall be liable to this Corporation or to any Shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such officer or officers be accountable for any gains or profits realized thereon.

ARTICLE XV.

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal for the purpose of forming this Corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State of the State of Florida these Articles of Incorporation and does certify that the facts herein stated are true, all on this 26th day of June, 1995.


James V. Walker

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing Articles of Incorporation were acknowledged before me this 26th day of June, 1995, by James V. Walker, who is personally known to me or who has produced identification.

Peggy D. Adolphson

Notary Public, State of Florida at Large

Notary's Stamped or Printed Name:

My commission expires:

☒ Personally known.

☐ Produced _____ as identification.



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

95 JUN 30 PM 3:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 607.0501 of the Florida Statutes, the following is submitted in compliance with the Florida Business Corporation Act:

First, that Jennifer Roland, Inc., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named James V. Walker, located at 4655 Salisbury Road, Suite 390, Jacksonville, Florida 32256, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation at the place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity to comply with the provisions of said Act.

By:

James V. Walker
James V. Walker, Registered Agent

1201 HAYS STREET
TALLAHASSEE, FL 32301
(904) 222-9171
(904) 222-9171

800-342-8086

P95000051284

CSC networks
PROFITECH, LLC
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 629390 10915A

AUTHORIZATION :

100001535101

-07/11/95--01110--010

COST LIMIT : * PREPAID

****140.00 *****70.00

ORDER DATE : June 29, 1995

ORDER TIME : 3:56 PM

ORDER NO. : 629390

CUSTOMER NO: 10915A

CUSTOMER: Peggy Adolphson, Legal Asst
Walker & Koegler
Post Office Box 550587

Jacksonville, FL 32255-0587

C. TAX

FILING

ACCEPTED

TOTAL

NET PAY

BALANCE DUE

REFUND

ARTICLES OF MERGER

SPECIAL TEES CUSTOM, INC.

INTO

JENNIFER ROLAND, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

XX PLAIN STAMPED COPY

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

FILED
JUN 30 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUN 29 PM 4:20
DIVISION OF DOCUMENTATION

P95000051284

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SPECIAL TEES CUSTOM, INC., a Florida corporation K09206

INTO

JENNIFER ROLAND, INC., a Florida corporation, P95000051284.

File date: June 30, 1995 , effective July 1, 1995

Corporate Specialist: Annette Hogan

EFFECTIVE DATE
7/1/95

**ARTICLES OF MERGER
OF**

JENNIFER ROLAND, INC.
(The Surviving Corporation)

AND
SPECIAL TEES CUSTOM, INC.

FILED
95 JUN 30 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jennifer Roland, Inc., a Florida corporation, hereinafter called "Roland" and **Special Tees Custom, Inc.**, a Florida corporation, hereinafter called "Custom", under the hands and seals of their respective President and Secretary, do hereby set forth the following Articles of Merger, which were approved by the sole shareholder of Roland on July 1, 1995 and approved by the shareholders of Custom entitled to vote on June 28, 1995. The number of votes cast was sufficient for approval.

WHEREAS, Roland is a corporation organized and existing under the laws of the State of Florida, having been incorporated on July 1, 1995. Roland has an authorized capital stock consisting of 50,000 Class A voting shares and 50,000 Class B non-voting of Common Stock of the par value of \$.01 each, ("Common Stock"), of which 1,000 shares are issued and outstanding;

WHEREAS, Custom is a corporation organized and existing under the laws of the State of Florida, having been incorporated on December 28, 1987. Custom has an authorized capital stock consisting of 6,500 Class A voting shares and 1,000 Class B non-voting of Common Stock of the par value of \$1.00 each, ("Common Stock"), of which 1,000 shares are issued and outstanding;

WHEREAS, the shareholders of Roland and Custom respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties that Custom merge with Roland under and pursuant to the provisions of Section 607.1101, Florida Statutes (1994);

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements contained herein and of the mutual benefits hereby provided, the undersigned corporations, by the hands and seals of their respective President and Secretary, hereby agree and subscribe to the following Articles of Merger.

Article I.
Merger.

Custom shall be and it hereby is merged with and into Roland.

**Article II.
Effective Date.**

The effective date of the merger shall be July 1, 1995, immediately upon compliance with the laws of the State of Florida, such time and effectiveness being hereinafter called the Effective Date.

**Article III.
Surviving Corporation.**

Roland (sometimes called "Surviving Corporation") shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of Custom shall cease forthwith upon the Effective Date.

**Article IV.
Name Of Surviving Corporation.**

Forthwith upon the Effective Date, the name of the Surviving Corporation shall be Special Tees Custom, Inc.

**Article V.
Articles Of Incorporation.**

The Articles of Incorporation of Roland shall be the Articles of Incorporation of the Surviving Corporation following the Effective date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation or herein upon any shareholder or director or officer of the Surviving Corporation or upon any other person whomsoever are subject to this reserve power.

Such Articles of Incorporation are set forth in Appendix A and shall constitute the Articles of Incorporation of Roland separate and apart from this Agreement of Merger and may be separately certified as the Articles of Incorporation of Roland.

**Article VI.
Bylaws.**

The bylaws of Roland set forth as Appendix B hereto shall be the bylaws of the Surviving Corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

**Article VII.
Further Assurances of Title.**

If, at any time Roland shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to Roland any right, title or interest of Custom held immediately prior to the Effective Date or to complete any administrative or regulatory requirements related to the merger, Custom and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in Roland or to complete such administrative or regulatory requirements as shall be necessary to carry out the purposes of this Agreement of Merger and Roland and the proper officers and directors thereof are fully authorized to take any and all such action in the name of Custom or otherwise.

Custom shall from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

**Article VIII.
Authorized Capital.**

The authorized capital stock of the Surviving Corporation following the Effective Date shall continue to be 50,000 Class A Voting common shares and 50,000 Class B Nonvoting common shares, par value \$.01 per share, unless and until the same shall be changed in accordance with the laws of the State of Florida.

**Article IX.
Retirement of Organization Stock.**

Forthwith upon the Effective Date, each of the 1,000 shares of the Common Stock of Custom presently issued and outstanding shall be retired, and no shares of Common Stock or other securities of the Surviving Corporation shall be issued in respect thereof.

**Article X.
Outstanding Stock.**

Forthwith upon the Effective Date, each of the issued and outstanding shares of the Common Stock of Roland and all rights in respect thereof shall be converted into one fully paid and nonassessable share of Common Stock of the Surviving Corporation, and each certificate nominally representing shares of Common Stock of Roland shall for all purposes be deemed to evidence the ownership of a like number of shares of Common Stock of the Surviving Corporation.

The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of Common Stock of the Surviving Corporation but, as certificates representing shares of Common Stock of Roland are surrendered for transfer to certificates evidencing the new name of the Surviving Corporation, certificates representing shares of Common Stock of the Surviving Corporation shall be issued to the holders of such certificates.

Article XI. Book Entries.

The merger contemplated hereby shall be treated as a pooling of interest and as of the Effective Date entries shall be made upon the books of Roland in accordance with the following:

10.1. The assets and liabilities of Custom shall be recorded at the amounts at which they are carried on the books of Custom immediately prior to the Effective Date with appropriate adjustment to reflect the retirement of the 1,000 shares of Common Stock of Custom presently issued and outstanding.

10.2. There shall be credited to Capital Account the aggregate amount of the par value per share of all of the Common Stock of Roland resulting from the conversion of the outstanding Common Shares of Roland.

10.3. There shall be credited to Capital Surplus Account an amount equal to that carried on the Capital Surplus Account of Custom immediately prior to the Effective Date.

10.4. There shall be credited to Earned Surplus Account an amount equal to that carried on the Earned Surplus Account of Custom immediately prior to the Effective Date.

Article XII. Directors.

The Surviving Corporation shall not have a Board of Directors, but exercise of corporate power and management of corporate affairs shall be accomplished by the Shareholders.

Article XIII. Officers.

The officers of Roland, following the Effective Date, shall continue to hold office until their successors shall be elected and shall qualify or until they shall resign or be removed from office. The names and post office addresses of such officers are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President/ Secretary/ Treasurer	Jennifer Roland	Post Office Box 51099 Jacksonville Beach, Florida 32250

**Article XIV.
Place of Business and Registered Address.**

The principal business office of the Surviving Corporation and the registered office in the State of Florida are both located at 4655 Salisbury Road, Suite 390, Jacksonville, Florida 322567. The agent at such address is James V. Walker, upon whom process against the Surviving Corporation may be serviced within the State of Florida.

**Article XV.
Effect of Merger.**

On the Effective Date of the merger, Roland shall possess all the rights, privileges, powers, franchises, and trust and fiduciary duties, powers and obligations, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of both of the merging corporations, and all and singular, the rights, privileges, powers, and franchises, and trust and fiduciary duties, powers, and obligations, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of both Roland and Custom, and all and singular, the rights, privileges, powers, and franchises, and trust and fiduciary rights, powers, duties, and obligations, of both Roland and Custom, and all property, real, personal, and mixed, and all debts due to either of the merging corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to both the Florida corporations shall be vested in Roland; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of Roland as they were of the respective singular corporation; and the title to any real estate, whether vested by deed or otherwise, in either Roland or Custom or Roland shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of either Roland or Custom shall be preserved unimpaired and all debts, liabilities, and duties of the respective singular corporation shall thenceforth attach to Roland, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by Roland.

**Article XVI.
Right of Termination.**

This Agreement of Merger may be terminated and abandoned by action of the Board of Directors of Custom at any time prior to the Effective Date, whether before or after approval by the shareholders of the two corporate parties hereto.

IN WITNESS WHEREOF, pursuant to authority duly granted by the shareholders of the respective corporations, the parties hereto have caused these Articles to be signed and sealed the day and year first above stated.

JENNIFER ROLAND, INC.
a Florida corporation

By: Jennifer P. Roland
Jennifer P. Roland
President and Secretary

SPECIAL TEES CUSTOM, INC.
a Florida corporation

By: Jennifer P. Roland
Jennifer P. Roland
President

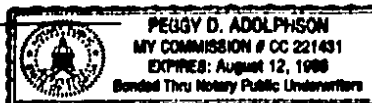
Attest: Nancy L. Reddy
Nancy L. Reddy
Secretary

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 28th day of June 1995, by Jennifer P. Roland, who is personally known to me or who has produced identification.

Peggy D. Adolphson
Notary Public, State of Florida at Large
Notary's Stamped or Printed Name:
My commission expires:



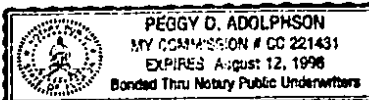
☒ Personally known.
☐ Produced _____ as identification.

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 28th day of June 1995, by Nancy L. Reddy, who is personally known to me or who has produced identification.

Peggy D. Adolphson
Notary Public, State of Florida at Large
Notary's Stamped or Printed Name:
My commission expires:



☒ Personally known.
☐ Produced _____ as identification.

P 95000051284
WALKER & KOEGLER
ATTORNEYS AND COUNSELORS AT LAW

STEVEN C KOEGLER
JAMES V WALKER
PHILLIP I DILLINGHAM
ALAN D HENDERSON

QUADRANT II AT SOUTHPOINT
4855 SALISBURY ROAD • SUITE 390
JACKSONVILLE, FLORIDA 32256-0859
TELEPHONE (904) 281-0300
FAX (904) 281-0400

REPLY TO:
P O BOX 550887
JACKSONVILLE, FL 32256-0887

August 4, 1995

Attention: Amendments Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Jennifer Roland, Inc.

500001558885
-08/11/95--01076--002
*****35.00 *****35.00

Gentlemen:

Enclosed herewith is an original Certificate of Amendment to the Articles of Incorporation to be filed in the Secretary of State's office on behalf of the above corporation. Also enclosed are a copy of the Amendment to be file stamped by your department and returned to us and our check in the amount of \$35.00 representing filing fees for the Amendment.

If you have any questions concerning this document, please contact me.

Very truly yours,

WALKER & KOEGLER, P.A.

Peggy Adolphson

Peggy Adolphson
Legal Assistant to James V. Walker

pa
Enclosures

NC
CPC
8-15

**CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
JENNIFER ROLAND, INC.**

Jennifer Roland, Inc., a Florida corporation, under the hand of its President and Secretary, hereby certifies that:

The following amendment was adopted on July 31, 1995, by the affirmative vote of the sole Shareholder of the shares entitled to vote on the amendment, in accordance with Florida Statutes Section 607.1003 (1994).

RESOLVED, that the Articles of Incorporation be amended in the following particulars: Article I will be deleted and the following language inserted in its place:

ARTICLE I

The name of the Corporation shall be: Special Tees Custom, Inc.

FURTHER RESOLVED, that the President and Secretary be, and they hereby are, authorized and directed to file a Certificate of Amendment with the State of Florida Division of Corporations to effectuate such amendment.

JENNIFER ROLAND, INC.

By: Jennifer Roland
Jennifer Roland
President and Secretary

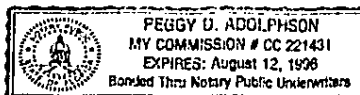
STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing Certificate of Amendment was acknowledged before me this 3rd day of August, 1995, by Jennifer Roland, who is the President and Secretary of Jennifer Roland, Inc. and who is personally known to me or who has produced identification.

Peggy U. Adolphson

Notary Public, State of Florida at Large
Notary's Stamped or Printed Name:
My commission expires:



X Personally known.

Produced _____ as identification.