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MOORE, KESSLER & MOORE
ATTORNEYS AT LAW

JAMES E. MOORE
SIEGFRIED F. KESSLER
BERT MOORE

BRET A. MOORE
BART O. MOORE

95 JUL 10 1995
SECRET
TALLAHASSEE
106 FAAYSHORE DRIVE
P. O. BOX 746
NICEVILLE, FLORIDA 32578
(904) 678-1121
FAX (904) 678-8327

July 7, 1995

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: The Original Pocketbag, Inc.

Dear Sir:

Please find enclosed the original Articles of Incorporation for the above-referenced corporation, along with a check in the amount of \$122.50 to cover the filing fees.

Thank you for your assistance in this matter. If there are any questions, please do not hesitate to contact us.

Sincerely yours,

Deborah E. Eller

Deborah E. Eller
Legal Assistant to James E. Moore

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Enclosures

7-13
EFFECTIVE DATE
7-7-95

**ARTICLES OF INCORPORATION
OF
THE ORIGINAL POCKETBAG, INC.**

95 JUL 10 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is The Original Pocketbag, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of signing of the Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of producing and selling pocketbags and for transacting any or all lawful business as allowed under the laws of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of One Cent (\$0.01) par value common stock, which shall be designated "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his 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 - STOCKHOLDER AND CORPORATION OPTION TO PURCHASE STOCK

In case a stockholder desires to sell his shares of stock he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

If none of the stockholders desire to purchase the shares of stock, the stockholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option. If neither the shareholders nor the corporation exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

EFFECTIVE DATE
7-7-95

ARTICLE VII - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 114-A Edge Avenue, Niceville, Florida 32578, and the mailing address of the initial principal office of this corporation is P. O. Box 1059, Niceville, Florida 32578.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 102 Bayshore Drive, Niceville, Florida 32578 and the name of the initial registered agent of this corporation at this address is Bert Moore.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial directors and officers of this corporation are:

President: Colleen C. Fowler
114-A Edge Avenue
Niceville, Florida 32578

Vice-President: Dennis R. Fowler, Jr.
114-A Edge Avenue
Niceville, Florida 32578

Secretary/Treasurer: Dennis R. Fowler, Sr.
114-A Edge Avenue
Niceville, Florida 32578

ARTICLE X - INCORPORATORS

The name and address of the person signing these articles are: Colleen C. Fowler; 114-A Edge Avenue; Niceville, Florida 32578.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any amendment hereto, and any right, conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - TAX STRUCTURE

The Corporation shall be registered with the Internal Revenue Service in the manner that the Directors determine most adequately meets the needs of its shareholders and may be modified as needed without amendment to these articles.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this the 17 day of July, 1995.

Colleen C. Fowler
Colleen C. Fowler

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 7th day of July, 1995 by Colleen C. Fowler who is personally known to me or who has produced _____ as identification.

Bert Moore
BERT MOORE
Notary Public - State of Florida

Stamp:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That The Original Pocketbag, Inc., desiring to organize under the laws of the State of Florida with its principal office in the city of Niceville, Florida, has named Bert Moore located at 102 Bayshore Drive, Niceville, Florida 32578 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this in capacity, and agree to comply with the provision of said act relative to keeping open said office.

Dated this 7th day of July, 1995.

By: Bert Moore
Bert Moore, Resident Agent

95 JUL 10 PM 2:30
RECEIVED
SECRETARY
TALLAHASSEE
FLORIDA