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**P95000056804**

ACCOUNT NO. : 072100000032

REFERENCE : 646236 5317A

AUTHORIZATION :

COST LIMIT : 9 PCC YAL

ORDER DATE : July 21, 1995

ORDER TIME : 12:05 PM

ORDER NO. : 646236

CUSTOMER NO: 5317A

CUSTOMER: Sharon D. Dunco, Esq  
GLENN KASMUSSEN & FOGARTY

Ashley Tower, Suite 1300  
100 South Ashley Drive  
Tampa, FL 33602

7000001548467  
-07/24/95--01001--0004  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE

7/19/95

DOMESTIC FILING

NAME: KSAS JEAN GROUP, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS: JUL 24 1995 BSB

FILED  
JUL 21 11 09 12

ARTICLES OF INCORPORATION  
OF  
KSAS JEAN GROUP, INC.

FILED  
25 JUL 21 AM 9:12  
CLERK OF DISTRICT COURT  
JUL 21 1995

The undersigned, acting as the incorporator of KSAS JEAN GROUP, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

EFFECTIVE DATE  
7/19/95

ARTICLE I. NAME

The name of the corporation is:

KSAS JEAN GROUP, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is:

9235 N. 56th Street  
Temple Terrace, FL 33617

ARTICLE III. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Kenneth I. Mansfield	9481 Highland Oak Drive, #803 Tampa, FL 33647
Anthony Abbate	3825 Cloverhill Court Brandon, FL 33511
George Rionda	6180 N.W. 33rd Way Fort Lauderdale, FL 33309

ARTICLE III. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 10,000 shares of common stock, having a par value of \$.01 per share.

#### ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 9235 N. 56th Street, Temple Terrace, Florida 33617, and the name of the corporation's initial registered agent at that address is Kenneth I. Mansfield.

#### ARTICLE V. PREEMPTIVE RIGHTS

The corporation shall provide 30 calendar days' advance written notice to each holder of common stock before the issuance of any of the following (the "New Securities"), whether or not currently authorized:

- a. any shares of voting or nonvoting capital stock;
- b. any rights, options, or warrants to acquire capital stock; and
- c. any notes, debentures, or other debt securities that are convertible into equity securities.

That notice will be effective when received, if it is delivered personally or by telex, telecopy, telegram, or commercial courier, or on the third day after it is postmarked by the United States Postal Service, if it is delivered by first class, postage prepaid United States mail. A holder of common stock waives his right to purchase any New Securities proposed to be issued by the corporation unless he exercises that right and pays for the New Securities within 30 calendar days after the effective date of the corporation's written notice of the proposed issuance. Each holder of common stock shall have the first preemptive right (subject to adjustments to avoid the issuance of fractional shares) to purchase any New Securities for the consideration set by the corporation's board of directors and in the ratio that the respective amounts of New Securities, on a fully diluted basis, held by them on the effective date of the corporation's notice of issuance of such New Securities bears to the total number of shares of common stock outstanding, on a fully diluted basis. Each holder of common stock has the right of over allotment, so that, if a holder does not purchase his pro rata interest in the New Securities, the other purchasing holders may purchase their respective pro rata interests in that portion of the New Securities that were not purchased. A holder of securities other than common stock does not have, solely because of any statute or his ownership of other securities of the corporation, a right to purchase any New Securities proposed to be issued by the corporation. The foregoing preemptive rights apply to all issuances of New Securities, including without limitation, the following:

- a. securities issued as compensation to agents, officers, directors, and employees of the corporation or its affiliates or subsidiaries;
- b. securities issued to satisfy conversion or option rights created to provide compensation to agents, officers, directors, or employees of the corporation or its affiliates or subsidiaries;
- c. shares authorized in these articles of incorporation that are issued within six months from the effective date of incorporation; and
- d. securities sold for other than cash consideration.

Notwithstanding the foregoing, a public offering of the common stock is excluded from the foregoing preemptive right of first refusal. The corporation may issue New Securities that are not acquired by holders of common stock to any person during a period of 90 calendar days after such New Securities have been offered to the holders of common stock at a consideration set by the board of directors that is equal to or exceeds the consideration set for the exercise of the foregoing preemptive rights. Any offer received by the corporation at a lower consideration or after the expiration of the 90-day period referenced above shall again be subjected to the preemptive rights described in this article.

#### ARTICLE VI. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on July 19, 1995.

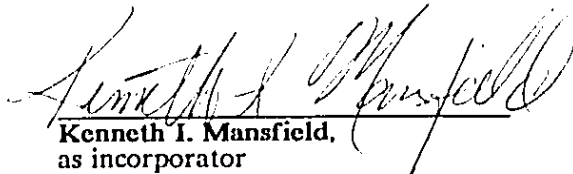
#### ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

Kenneth I. Mansfield  
9481 Highland Oak Drive, #803  
Tampa, FL 33647

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporators to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: July 20, 1995.

  
Kenneth I. Mansfield,  
as incorporator

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July 19, 1995 6:20 PM

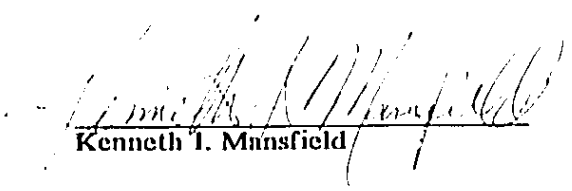
KSAS JEAN GROUP, INC.  
ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That KSAS JEAN GROUP, INC., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 9235 N. 56th Street, Temple Terrace, Florida 33617, has named Kenneth I. Mansfield as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for KSAS JEAN GROUP, INC. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: July 20, 1995.

  
Kenneth I. Mansfield

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July 19, 1995 4:25 PM

**CONSENT TO USE OF CORPORATE NAME**

KSAS GROUP, INC., a Florida corporation, consents to the use of the corporate name, "KSAS JEAN GROUP, INC." by the new Florida corporation to be incorporated by Kenneth I. Mansfield pursuant to the attached Articles of Incorporation to be filed with the Florida Secretary of State.

**KSAS GROUP, INC.**

By: 

Kenneth I. Mansfield  
President

FILED  
JUN 21 11 5:12