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GORDON H. COFFMAN
ATTORNEY AT LAW
9280-7 COLLEGE PARKWAY
FORT MYERS, FLORIDA 33919
(813) 336-6000

June 30, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

7000001530187
-07/05/95--01068--015
****122.50 ****122.50

Gentlemen:

Re: DNE POT SBOB, INC.

Enclosed please find the original and duplicate copy of the Articles of Incorporation for the above referenced corporation. Please endorse your approval of these Articles on the duplicate copy, certify same, and return to me.

In addition, I am enclosing my check in the amount of \$122.50 to cover the cost of filing, certification of the copy, and registered agent designation.

Thank you for your assistance in this matter.

Very truly yours,

Gordon H. Coffman
Gordon H. Coffman
Attorney at Law

DMC
8-1-95

WFB 18730
call

DMC
7-11

RECEIVED
JUL 1 1995
JUL 1 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 11, 1995

GORDON H. COFFMAN
9280-7 COLLEGE PARKWAY
FORT MYERS, FL 33919

SUBJECT: DNE POT SBOB, INC.
Ref. Number: W95000013930

We have received your document for DNE POT SBOB, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6973.

AMANDA HERRING
Document Specialist

Letter Number: 195A00033329

FILED
55 AUG -1 PM 2:00
TALLAHASSEE, FLORIDA

ARTICLES_OF_INCORPORATION
OF
DNE POT_SBOB,_INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE_I

NAME

The name of the corporation shall be DNE POT SBOB, INC.

ARTICLE_II

PURPOSE

The purpose for which the Corporation is organized shall be to engage in and carry on the business of designing, customizing, embroidering, printing, and selling at retail, articles of wearing apparel, all in accordance with the laws, rules and regulations of the State of Florida and of the United States. In addition, the corporation may transact any and all other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE_III

AUTHORIZED SHARES

The aggregate number of shares which the corporation has authority to issue is ONE THOUSAND (1,000), all of which shall be common shares with par value of One Dollar (\$1.00).

ARTICLE_IV

INITIAL_REGISTERED_OFFICE

The street address of the initial registered office of the corporation is 9280-7 College Parkway, Fort Myers, Florida 33912, and the initial registered agent at such address is Gordon H. Coffman.

ARTICLE_V

DIRECTORS

5.1 The business of the corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board may be increased or decreased from time to time by amendment of the Bylaws in a manner not prohibited by law. The Board shall consist of two directors initially.

5.2 The names and addresses of the members of the first Board of Directors are:

GEORGIA G. FOSTER
14552 Aeries Way
Fort Myers, Florida 33912

ROBERT J. FOSTER
14552 Aeries Way
Fort Myers, Florida 33912

ARTICLE_VI

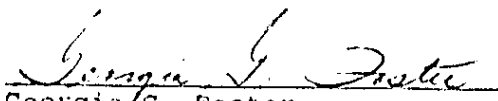
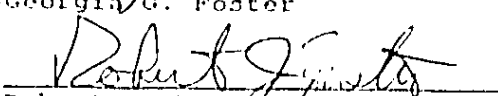
INCORPORATORS

The names and addresses of the incorporators are:

GEORGIA G. FOSTER
14552 Aeries Way
Fort Myers, Florida 33912

ROBERT J. FOSTER
14552 Aeries Way
Fort Myers, Florida 33912

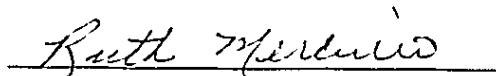
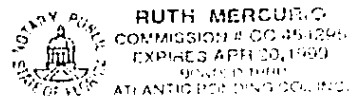
IN WITNESS WHEREOF, the undersigned incorporators have
subscribed these Articles of Incorporation this 30th day of
June, 1995.


Georgia G. Foster

Robert J. Foster

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally
appeared GEORGIA G. FOSTER and ROBERT J. FOSTER, the persons
whose names are subscribed to the foregoing Articles of
Incorporation, and they acknowledged before me that they
executed the same for the purposes therein contained. The
identities of the said GEORGIA G. FOSTER and ROBERT J. FOSTER
were established by Florida Driver Licenses.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal at Lee County, Florida this 30th day of June,
1995.



RUTH MERCURIO
COMMISSION # 00451295
EXPIRES APRIL 30, 1999
OFFICE IN LEE
ATLANTIC PFD. INV. CO., INC.

FILED

STATE OF FLORIDA
DEPARTMENT OF STATE

95 AUG -1 PM 3:39
SEAL OF THE STATE
TALLAHASSEE, FLORIDA


Certificate Designating Place of Business or Domicile
for the Service of Process Within This State, Naming Agent
Upon Whom Process May Be Served

The following is submitted in compliance
with Section 48.091, Florida Statutes

DNE POT SBOB, INC., a corporation organizing under the
laws of the State of Florida with its principal office at
9280-7 College Parkway, Fort Myers, Florida 33919, has named
GORDON H. COFFMAN whose address is 9280-7 College Parkway,
Fort Myers, Florida 33919, as its agent to accept service of
process in this state.

ACCEPTANCE:

I agree as Registered Agent to accept Service of
Process; to keep office open during prescribed hours; to post my
name in some conspicuous place in office as required by law.


Gordon H. Coffman
Registered Agent