

P95000068015

Richard E. Copple
P.O. Box 20362
3253 Bay to Bay Blvd.
Tampa, Florida 33629

95 AUG 11 11 09 AM
RECEIVED
FBI
TAMPA

August 7, 1975

Florida Department of State
Division of Corporations
Tallahassee, Florida 32399

EFFECTIVE DATE
8/23/75

RE: Articles of Incorporation

Footwear & Key Wear, Inc.

Enclosed please find executed Articles of Incorporation for
Gulf Retailing, Inc.

Enclosed also is a check in the amount of \$ 122.50 made
payable to the Division of Corporations for filing fee and
certified copy of the articles.

Sincerely,

Richard E. Copple

Richard E. Copple
Incorporator

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***122.50 ***122.50

enc.

No phone
number

W95-16322

W95-16322

00789
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 14, 1995

RICHARD E. COPPLE
P.O. BOX 20362
3253 BAY TO BAY BLVD.
TAMPA, FL 33629

SUBJECT: FEATHERS OF KEY WEST, INC.
Ref. Number: W95000016322

We have received your document for FEATHERS OF KEY WEST, 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):

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) 487-6052.

Vickie Whitfield
Corporate Specialist

Letter Number: 795A00037982

RICHARD E. COPPLE
3253 Bay to Bay Blvd.
Tampa, Florida 33629
(813) 831-7074

August 21, 1995

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

RE: Ref. No. W95000016322
Let. No. 795A0037982
Feathers of Key West, Inc.
Articles of Incorporation
Revision and Correction

I am enclosing revised Articles of Incorporation for Feathers of Key West, Inc., with the correction set forth in your letter of August 14, 1995, indicating the principal office and mailing address of the corporation.

I have previously paid a filing fee in the amount of \$ 122.50, and have received copies of these articles. Your assistance in this matter is greatly appreciated.



EFFECTIVE DATE
8/22/95

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 11 AM 9:20

ARTICLES OF INCORPORATION OF
FEATHERS OF KEY WEST, INC.

ARTICLE ONE - NAME; PRINCIPAL OFFICE

The name of this corporation is: FEATHERS OF KEY WEST, INC.
The principal office and mailing address shall be:
3253 Bay to Bay Blvd., Tampa, Florida 33629.

ARTICLE TWO - DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of
the date of execution of these Articles of Incorporation.

ARTICLE THREE - PURPOSES

This corporation may engage in any activity or business
permitted under the laws of the United States of America and
of the State of Florida.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000)
shares of one dollar (\$1.00) par value common stock. The
initial capitalization of the corporation shall be two
hundred dollars (\$200.00). All shares of one dollar (\$1.00)
par value common stock shall be designated Section 1244
stock.

ARTICLE FIVE - REGISTERED OFFICE AND REGISTERED AGENT

The name of the first registered agent of this corporation
and the street address of the initial registered office is
WILLIAM D. FELDERMANN, 1510 South McCall Avenue, Tampa,
FL 33629.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

The initial board of directors shall be initially:

Article Six - Initial Board of Directors, continued

The number of directors may be increased or decreased from time to time as provided by the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation is RICHARD E. COPPLE, 3253 Bay to Bay Blvd, Tampa, Florida, 33629.

ARTICLE SEVEN - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is RICHARD E. COPPLE, 3253 Bay to Bay Blvd., Tampa, Florida, 33611.

ARTICLE EIGHT - AMENDMENT

This corporation reserves the right to amend any of the provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders of this corporation is subject to this reservation.

ARTICLE NINE - BYLAWS

The initial Bylaws of the corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors of the corporation, subject to repeal or change by action of the shareholders of the corporation.

ARTICLE TEN - INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of voting stock of the corporation may act by written agreement without meeting as provided in the Florida Statutes 607.094 and the Bylaws.

ARTICLE ELEVEN - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the first

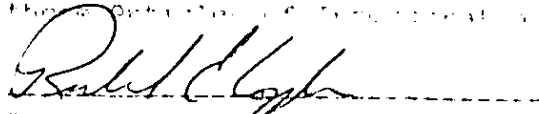
Article Eleven - Preemptive Rights, continued

right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the corporation 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 he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who, after notice it can pay for the shares pro rata within forty (40) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares, and indicating that he is not a shareholder entitled to the right may also be waived by affidavit made after the expiration of the shareholder's right to exercise the right (30) days of receipt of notice from the corporation.

ARTICLE TWELVE - CUMULATIVE VOTING

In the election of directors of the corporation, each shareholder of record is entitled to as many votes as the number of shares he owns. He may cast all his votes for one candidate or he may distribute them on the same ballot among as many candidates as he desires, provided, however, that notice shall be given by any shareholder to the corporation or the duly organized board of directors, not later than forty-four (44) hours before the time fixed for the holding of the meeting that he intends to exercise his right to vote cumulatively. There shall be no cumulative voting if the number of shares owned by any shareholder is less than one percent (1%) of the total number of shares of the corporation.

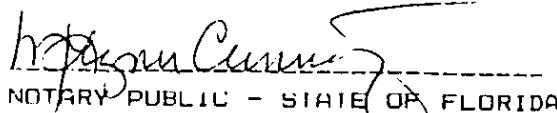
IN WITNESS WHEREOF, the undersigned, Notary Public for the State of Florida, has hereunto set his hand and the seal of his office at Tallahassee, Florida, this 23rd day of AUG., 1995.

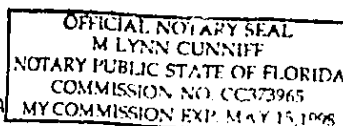


Richard E. Coppin, Notary Public

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23rd day of AUG., 1995, by Richard E. Coppin, who has produced a Florida driver's license as evidence of his identity.


NOTARY PUBLIC - STATE OF FLORIDA



ACCEPTANCE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in Article Five of the Articles of Incorporation, I hereby accept to act as registered agent, and agree to comply with the provisions of all statutes relative to the office and complete acceptance of my duties and am familiar with and accept the provisions of Section 607.125, of the Illinois Statutes.

William D. Feldermann

William D. Feldermann, as registered agent.

95 AUG 11 AM 9:20

FILED
CLERK OF COURT
JULY 11 1995