

P960000004002

Local Office of

Allison and Heistand, P.A.

Paul K. Heistand

William H. Allison
(10,000-1000)

201 Second Avenue North

Post Office Box 120
St. Petersburg, Florida 33731

Telephone 813-322-4743

Fax 813-322-2440

January 8, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

80000168828
-01/10/96--01043--001
*****122.50 *****122.50

Re: UF ONLY NO. 2, INC.

Dear Sirs:

I would appreciate your courtesy in filing the enclosed Articles of Incorporation with your office. Due to the similarity of the corporate names, I have attached to the Articles a Consent to this incorporation signed by UF Only No. 1, Inc. Enclosed please further find my firm's check in the amount of \$122.50 for the following services rendered in this regard:

\$ 35.00	Filing fee
35.00	Registered Agent designation
<u>52.50</u>	Certified copy of Articles
\$122.50	Total

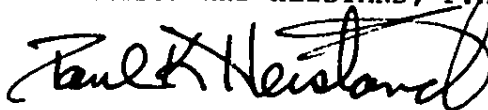
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 10 AM 9:41

As you can see from the foregoing, I would appreciate receiving a certified copy of the Articles of Incorporation after it has been filed.

Should you have any questions concerning this matter, please do not hesitate to contact me. Thank you for your courtesy in this regard.

Sincerely,

ALLISON AND HEISTAND, P.A.



Paul K. Heistand

PKH:jrb
Enclosures

Wagon. 12, 1996

CONSENT TO USE OF CORPORATE NAME
OF
UF ONLY NO. 2, INC.

THE UNDERSIGNED does hereby consent to the formation of a new corporation and the use by such new corporation of the corporate name of:

UF ONLY NO. 2, INC.

THE UNDERSIGNED hereby authorizes the Secretary of State to accept for filing in its Offices any Articles of Incorporation for said corporation upon submission to it of appropriate documentation.

DATED this 8th day of January, A.D. 1996.

UF ONLY NO. 1, INC.,
A Florida Corporation

BY: Mary K. Howard
MARY K. HOWARD, President

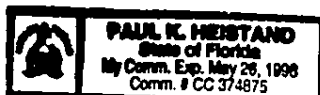
ATTEST: William G. Howard
WILLIAM G. HOWARD, Sec.

(Corporate Seal)

STATE OF FLORIDA)
COUNTY OF PINELLAS) ss.:

SWORN TO, subscribed, and acknowledged before me this 8th day of January, A.D. 1996, by **MARY K. HOWARD** and **WILLIAM G. HOWARD**, as President and Secretary of **UF ONLY NO. 1, INC.**, on behalf of said Corporation, who are personally known to me.

My Commission Expires:



Paul K. Heistand
Signature of Notary Public
Paul K. Heistand
Printed Name of Notary Public

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 10 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 10 AM 9:41

ARTICLES OF INCORPORATION

OF

UF ONLY NO. 2, INC.

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida as provided herein.

ARTICLE I NAME

The name of the corporation to be formed is:

UF ONLY NO. 2, INC.

ARTICLE II TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation is organized for the following purposes:

1. To manufacture, design, construct, fabricate, buy, sell, import, export, and otherwise deal in and with clothing, apparel, souvenirs, and related products, including without limitation, the offering of such items for sale at retail and wholesale.
2. To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for same, to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and security for the payment thereof by mortgage, trust deed, pledge, or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy or sell mortgages, trust deeds, pledges, contracts, and evidences of indebtedness; and to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or

transferable instruments, or obligations of the corporation, from time to time, for any of the objects and purposes of the corporation without restriction or limit as to amount.

3. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property in the State of Florida and in all other states and countries.

4. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

5. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by, any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock.

7. To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendments thereof; to do everything necessary or incidental to the protection and benefit of the corporation; and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

8. To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of One Dollar (\$1.00) each par value Common Stock, which shall be designated as "Common Shares".

All shares are to consist of one class only. No shares may be issued in series. There shall be no preemptive rights.

ARTICLE V REGISTERED AGENT AND OFFICE

The name and street address of the initial Registered Agent and initial Registered Office of the corporation are:

PAUL K. HEISTAND
221 Second Avenue North
St. Petersburg, FL 33701

ARTICLE VI PRINCIPAL OFFICE

The principal office and mailing address of the corporation are:

227 Colony Point Road S.
St. Petersburg, FL 33705

ARTICLE VII DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time in the manner provided by the By-Laws, but shall never be more than nine (9) nor less than one (1). The names and addresses of the initial Board of Directors of this corporation are:

MARY K. HOWARD
227 Colony Point Road S.
St. Petersburg, FL 33705

WILLIAM G. HOWARD
227 Colony Point Road S.
St. Petersburg, FL 33705

ARTICLE VIII INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX INCORPORATOR

The name and address of the Incorporator signing these Articles of

Incorporation are:

PAUL K. HEISTAND
221 Second Avenue North
St. Petersburg, FL 33701

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner prescribed by the laws of the State of Florida.

ARTICLE XI. CONTRACTS

No contract or other transaction between the corporation and any other corporation shall be affected by the fact that any Director of the corporation is interested in, or is a Director or Officer of, such other corporation, and any Director, either individually or jointly, may be a party to, or may be interested in, any contract or transaction of the corporation or in which the corporation is interested; and no contract or other transaction of the corporation with any person, firm, or corporation shall be affected by the fact that any Director of the corporation is a party or in any way connected with such person, firm, or corporation, and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or herself or any other firm, association, or corporation in which he may be in any way interested.

ARTICLE XII. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provision regarding the proposed sale, transfer, or other disposition of any of the outstanding stock. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

ARTICLE XIII ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the corporation shall have all of the following powers:

A. To enter into or become a partner in any arrangement for sharing profits, union of interest or corporation, joint venture, or otherwise, with any person, firm, or corporation for the purpose of carrying on any business which the corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his or her stock in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase; provided, however, the capital of the corporation is not impaired.

C. At its option, to purchase and acquire any or all of the stock owned and held by any deceased shareholder, in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase; provided, however, the capital of the corporation is not impaired.

D. To enter into, for the benefit of its employees, Officers, or Directors, one or more of the following: (i) a pension plan, (ii) a profit-sharing plan, (iii) a stock bonus plan, (iv) a thrift and savings plan, (v) a restricted stock option plan, or (vi) other retirement or incentive compensation plans.

ARTICLE XIV ADOPTION OF BY-LAWS

The power to adopt, alter, amend, or repeal any or all of the By-Laws, or to adopt new By-laws, shall be vested in the Board of Directors; provided, however, that any By-law, or amendment thereto as adopted by a vote of the shareholders entitled to vote for the election of directors, or a new By-Law in lieu thereof, may be adopted by vote of such shareholders.

ARTICLE XV BY-LAWS AND CORPORATE MANAGEMENT

The corporation may in its By-Laws make any other provisions or requirements for the management or conduct of the business of the corporation; provided the same is not

inconsistent with the provisions of these Articles of Incorporation nor contrary to the laws of the State of Florida or of the United States of America.

ARTICLE XVI EXECUTIVE COMMITTEE

The Board of Directors shall have the power to enact By-Laws, subject to any By-Law enacted by the shareholders, providing for the appointment of an Executive Committee of the Board of Directors. The Board of Directors may define the duties of the Executive Committee, but if not otherwise defined by the Board of Directors, it shall have and exercise such of the powers of the Board of Directors, during the period of time between meetings of the Board of Directors, as may be lawfully delegated.

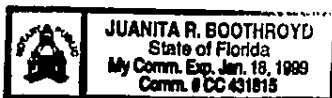
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of January, A.D. 1996.



PAUL K. HEISTAND

STATE OF FLORIDA)
)ss:
COUNTY OF PINELLAS)

SWORN TO, subscribed, and acknowledged before me this 8th day of January, A.D. 1996, by **PAUL K. HEISTAND**, who is personally known to me.

My Commission Expires:




Signature of Notary Public
JUANITA R. BOOTHROYD
Printed Name of Notary Public

**ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT**

THE UNDERSIGNED, having been named in the foregoing Articles of Incorporation as the individual designated to accept service of process on behalf of the above corporation, at the Registered Office designated therein, does hereby acknowledge and accept such designation and agree to act in such capacity and to comply with the provisions of the Florida law relating to keeping open said office and acting as Registered Agent.


PAUL K. HEISTAND, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 10 AM 9:41

P96000004002

Law Offices of

Allison and Heistand, P.A.

Paul K. Heistand

William E. Allison
(1985-1988)

211 Second Avenue North
Post Office Box 120
St. Petersburg, Florida 33731

Telephone 813-822-4745
Fax 813-822-2445

March 5, 1997

UPS COURIER SERVICE

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32301

200002100222--7
-03/06/97--01006--001
*****210.00 *****35.00

Re: UF ONLY NO. 1, INC.
UF ONLY NO. 2, INC.
UF ONLY NO. 3, INC.
UF ONLY NO. 4, INC.
UF ONLY NO. 5, INC.
UF ONLY NO. 6, INC.

FILED
97 MAR -6 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sirs:

I would appreciate your courtesy in filing the enclosed Articles of Amendment to the Articles of Incorporation for the above corporations. The purpose of these Amendments is to change the name of each corporation to GATORS ONLY, adding a number for each corporation. Enclosed please further find a check in the sum of \$210.00, representing your fee for these services.

I would appreciate your courtesy in returning to me the photocopies of each Articles of Amendment showing the date and time when each has been filed with your office. I am enclosing for your use a return courier package so that you may return the documents to me at my cost. If there is any problem in using this courier package, please do not hesitate to call me collect.

Should you have any questions concerning this matter, please do not hesitate to contact me. Thank you for your courtesy in this regard.

Sincerely,

ALLISON AND HEISTAND, P.A.

Paul K. Heistand

Paul K. Heistand

PKH:jrb
Enclosures

Name change
LFT 3-11-97

**CONSENT BY GATORS ONLY, INC.
TO USE OF CORPORATE NAME
OF
GATORS ONLY NO. 2, INC.**

THE UNDERSIGNED does hereby consent to the Amendment to the Articles of Incorporation and the use by **UF ONLY NO. 2, INC.**, of the corporate name of:

GATORS ONLY NO. 2, INC.

THE UNDERSIGNED hereby authorizes the Secretary of State to accept for filing in its Offices any Amendment to the Articles of Incorporation for said corporation upon submission to it of appropriate documentation.

DATED this 5th day of March, A.D. 1997.

**GATORS ONLY, INC.,
A Florida Corporation**

BY: Mary K. Howard
MARY K. HOWARD, President

ATTEST: William G. Howard
WILLIAM G. HOWARD, Sec.

(Corporate Seal)

STATE OF FLORIDA)
COUNTY OF PINELLAS) ss.:

SWORN TO, subscribed, and acknowledged before me this 5th day of March, A.D. 1997, by **MARY K. HOWARD** and **WILLIAM G. HOWARD**, as President and Secretary of **GATORS ONLY, INC.**, on behalf of said Corporation, who are personally known to me.

My Commission Expires:



Paul K. Heistand
Signature of Notary Public
Paul K. Heistand
Printed Name of Notary Public

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
UF ONLY NO. 2, INC.

FILED
97 MAR -6 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, MARY K. HOWARD and WILLIAM G. HOWARD, the President and Secretary of UF ONLY NO. 2, INC., do hereby amend the Articles of Incorporation as follows:

A. The name of the corporation to be amended is: **UF ONLY NO. 2, INC.**

B. The amendment to be adopted was unanimously approved and adopted at a duly called Joint Annual meeting of the Directors and Shareholders held on March 4, 1997, said Amendment being adopted to change and amend the Articles of Incorporation as follow:

ARTICLE I NAME

The name of the corporation shall be:

GATORS ONLY NO. 2, INC.

IN WITNESS WHEREOF, we have hereunto set our hands this 5th day of March, 1997.

UF ONLY NO. 2, INC.

BY: Mary K. Howard
MARY K. HOWARD, President

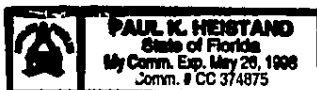
Attest: William G. Howard
WILLIAM G. HOWARD, Secretary

STATE OF FLORIDA)
COUNTY OF PINELLAS) ss.:

(CORPORATE SEAL)

SWORN TO and subscribed before me this 5th day of March, 1997, by **MARY K. HOWARD** and **WILLIAM G. HOWARD**, as President and Secretary of **UF ONLY NO. 2, INC.**, on behalf of said Corporation, who are personally known to me.

My Commission Expires:



Paul K. Heistand
Signature of Notary Public
Paul K. Heistand
Printed Name of Notary Public

LAW OFFICES OF
ALLISON AND HEISTAND, P.A.
221 - 2nd AVENUE N., P.O. BOX 120, ST. PETERSBURG, FLORIDA 33731
(813) 822-4745 FAX (813) 822-2448