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(((H96000001497))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
 NAME: TWILITE ZONE, INC.  
 FAX AUDIT NUMBER: H96000001497 CURRENT STATUS: REQUESTED  
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**ARTICLES OF INCORPORATION  
OF  
TWILITE ZONE, INC.**

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GEORGE W. LOUGHRAN, the undersigned to these Articles of Incorporation, who is a natural person, competent to contract, hereby forms a corporation under the Laws of the State of Florida.

**ARTICLE I**

**NAME OF THE CORPORATION**

The name of this corporation shall be TWILITE ZONE, INC.

**ARTICLE II**

**PURPOSE**

This corporation is organized for the following purposes: retail clothing business and for any other purpose or purposes allowed under the laws of the State of Florida, and the laws of the United States.

**ARTICLE III**

**TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE IV**

**PRINCIPAL PLACE OF BUSINESS**

The initial street address and the principal office of this corporation is 16086 Gold Cup Drive East, Loxahatchee, FL 33470. The Board of Directors may from time to time move the principal office to any other address.

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**ARTICLE V**

**DIRECTORS**

This corporation shall have two (2) directors initially. The

Richard J. Monescalchi  
7556 Lake Worth Road, Suite 102  
Lake Worth, FL 33467  
407-968-7877  
386812

number of directors may be increased or diminished from time to time in accordance with the procedure specified in the corporation's By-laws. The number of directors shall never be fewer than one. The name and address of the initial directors of this corporation are/as:

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Name	Address
George W. Loughran	16086 Gold Cup Drive East Loxahatchee, FL 33470
Ruth C. Fitzpatrick	1189 Lake Victoria Drive, Apt. N West Palm Beach, FL 33411

**ARTICLE VI  
INCORPORATORS**

The name and address of the incorporator signing these Articles of Incorporation is:

Name	Address
George W. Loughran	16086 Gold Cup Drive East Loxahatchee, FL 33470

**ARTICLE VII  
REGISTERED AGENT**

The initial designation of the registered office of this corporation shall be at 16086 Gold Cup Drive East, Loxahatchee, Florida, and the Registered Agent shall be George W. Loughran.

Pursuant to Florida Statutes, having been named to accept process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept and agree to act in this capacity and agree to comply with all the provisions of

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said Statutes relative to the proper and complete performance of my duties.

  
George W. Loughran

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**ARTICLE VIII  
CAPITAL STOCK**

This corporation is authorized to issue one thousand (1000) shares of stock at \$1.00 par value, which stock shall be designated in "common shares".

**ARTICLE IX  
CUMULATIVE VOTING**

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes, by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE X  
MEETING BY CONFERENCE TELEPHONE**


Members of the Board of Directors may participate at the meetings of the Board of Directors as provided by law, by means of conference telephone or similar communication equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

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ARTICLE XI  
AMENDMENTS

These Articles of Incorporation may be amended in the manner as provided by law. The corporation reserves the right to amend or repeal any provisions contained herein or any amendment hereto.

IN WITNESS WHEREOF, I, the incorporator of the above named corporation, have set my hand and seal this 31 day of January, 1996.


  
George W. Loughran

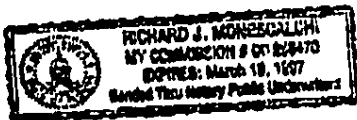
STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County last aforesaid to take acknowledgements, personally appeared GEORGE W. LOUGHRAN, known to me to be the person described as an incorporator in, and who executed the foregoing Articles of Incorporation and that he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the State and County last aforesaid this 31 day of January, 1996.

My Commission Expires:

  
Notary Public



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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: TWILITE ZONE, INC.

2. The name and address of the registered agent and office is:  
GEORGE W. LOUGHRAN  
16086 Gold Cup Dr. East  
Loxahatchee, FL 33470

SIGNATURE: *George W. Loughran* (Corporate officer)  
TITLE: Director  
DATE: 1-31-96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: *George W. Loughran*  
DATE: 1-31-96

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