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ARTICLES OF INCORPORATION

OF

THE HOTSHOT COLLECTION, Inc.

FILED

96 JAN 29 PM 12:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be **THE HOTSHOT COLLECTION, Inc.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of the wholesale and retail sale of swimwear engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the

preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

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#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain  
Transfer Restrictions Imposed By This  
Corporation's Articles Of Incorporation, A  
Copy Of Which Is On File At This Corporation's

Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

1. Patricia Gratton, 515 Duque Road, Lutz,  
Florida 33549.
2. Paul Gratton, 17602 North U.S. Highway 41, Lutz,  
Florida 33549.

OFFICERS

The initial officers shall be as follows:

**President: Patricia Gratton**  
**Vice President: Paul Gratton**  
**Secretary: Patricia Gratton**  
**Treasurer: Patricia Gratton**

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 515 Duque Road, Lutz, Florida 33549.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Patricia Gratton.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Patricia Gratton, 515 Duque Road, Lutz, Florida 33549.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Patricia Gratton - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of The Hotshot Collection, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for The Hotshot Collection, Inc.



Patricia Gratton - Registered Agent

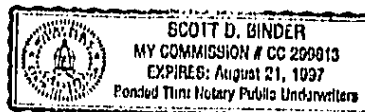
State Of Florida

County Of Hillsborough

On January 23<sup>rd</sup>, 1996, Patricia Gratton, designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles of Incorporation Of The Hotshot Collection, Inc.

Scott D. Binder  
Notary Public

Commission Expiration Date:



(Seal)

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