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TALLAHASSEE, FL 32301  
904-222-0171  
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network

PRIORITIZED  
LEGAL & FIN. SERV.

ACCOUNT NO. 8589610032

REFERENCE # 858961 6099A

AUTHORIZATION #

COST LIMIT # \$ PREPAID

ORDER DATE : February 26, 1996

ORDER TIME : 9:51 AM

ORDER NO. : 858961

CUSTOMER NO: 6099A

100001723851  
-02/26/96--01034--022  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CUSTOMER: Ms. Laraine C. Charbonneau  
MOYLE FLANIGAN KATZ FITZGERALD  
& SHEEHAN  
625 N. FLAGLER Drive, 9th Floor  
P. O. Box 3088  
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: REEF ROAD CLOTHING CO.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James L. Hawkins

EXAMINER'S INITIALS:

FILED  
96 FEB 26 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 FEB 26 AM 11:12  
DIVISION OF CORPORATION

T. BROWN FEB 27 1996

ARTICLES OF INCORPORATION  
OF  
REEF ROAD CLOTHING CO.

FILED  
96 FEB 26 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be REEF ROAD CLOTHING CO. (the "Corporation").

ARTICLE II

Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is P.O. Box 2466, Palm Beach, Florida 33480.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter

conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

#### ARTICLE IV

##### Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

#### ARTICLE V

##### Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI

##### Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### ARTICLE VII

##### Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401 and the name of the initial registered agent of this Corporation at that address is Paul A. Krasker, Esquire.

#### ARTICLE VIII

##### Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are as follows:

John C. Textor

P.O. Box 2466  
Palm Beach, Florida 33480

Brenton A. Textor, Jr.

P.O. Box 2466  
Palm Beach, Florida 33480

#### ARTICLE IX

##### By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X

##### Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Incorporator

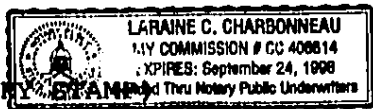
The name and address of the person signing these Articles are as follows: Brenton A. Textor, Jr., P.O. Box 2466, Palm Beach, Florida 33480.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of February, 1996.

Brenton A. Textor, Jr.  
Brenton A. Textor, Jr. (CPS)

STATE OF FLORIDA )  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 22 day of February, 1996, by Brenton A. Textor, Jr., as Incorporator of REEF ROAD CLOTHING CO., on behalf of the Corporation, and he is personally known to me or has produced Florida's Drivers License as identification and did take an oath.



(NOTARY PUBLIC)

Laraine C. Charbonneau  
Notary Name: LARAIN C. CHARBONNEAU  
Notary Public  
Serial (Commission) Number  
(if any) \_\_\_\_\_

I hereby accept appointment as Registered Agent of REEF ROAD CLOTHING CO. as provided in Article VII, hereof.

Paul A. Krasker  
Paul A. Krasker, Esquire  
Registered Agent