

2/27/96

Department of State
Attn: New Filings
George Firestone Bldg.
409 East Gaines St.
Tallahassee, FL 32399

New Filings:

Enclosed you will find the original Articles of Incorporation for Hickory Knoll Outdoor Products Inc. and a check for \$ 122.50 for the filing fee. Also enclosed is the information via phone call with your office.

Return address:

W. Bowen Stewart
Qtrs. T.T. Mustin Rd.
N.A.S. Jacksonville, FL 32212
(904)-772-3700/3569

If you have any further questions please contact me at the above number.

Sincerely,


W. Bowen Stewart

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-02/29/96--01079--017
****122.50 ****122.50

789,634,615,671

W. Bowen!
~~W. Bowen - 4827~~

3-5-96
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 16, 1996

WILLIAM BOWEN STEWART
QTRS. T.T. MUSTIN RD.
N.A.S. JACKSONVILLE, FL 32212

The name HICKORY KNOLL OUTDOOR PRODUCTS INC. has been reserved for 120 days beginning February 16, 1996. The reservation number is R9600C000836 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 196A00006906

ARTICLES OF INCORPORATION OF
HICKORY KNOLL OUTDOOR PRODUCTS, INC.

The undersigned, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

FIRST

The name of the Corporation shall be:

HICKORY KNOLL OUTDOOR PRODUCTS, INC.

SECOND

The purpose or purposes for which the Corporation is organized are as follows:

- (a) To manufacture, produce, purchase, or otherwise acquire, sell, import, export, distribute and deal in goods, wares, services, merchandise and materials of any kind and description.
- (b) To buy, rent, or otherwise acquire, sell, lease, exchange, mortgage, and otherwise deal in and dispose of real property, improved and unimproved, together with any and all interests, estates, appurtenances, incidents, rights, privileges, and powers relating thereto of every nature whatsoever, and the same to hold, own, control, develop, improve, operate, and turn to account.
- (c) The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the Corporation from engaging in any lawful act or activity for which a Corporation may be organized under the General Corporation Law of the State of Florida, as such laws exist on the date hereof and as such laws may be amended after the date hereof.

THIRD

The address of the initial ^{Principal} registered office of the Corporation shall be at Quarters T. T. Mustin Road, N.A.S. Jacksonville, Florida 32212, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be W. BOWEN STEWART.

FOURTH

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of common stock of the par value of \$1.00 each, being a total authorized amount of capital stock in the sum of \$1,000.00.

FIFTH

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
W. Bowen Stewart	Quarters T. T. Mustin Road N.A.S. Jacksonville, Florida 32212

SIXTH

The Corporation shall have at least one director, with the exact number to be specified, from time to time, by the shareholders unless the shareholders shall, by a majority vote thereafter, determine that the Corporation be managed by the shareholders.

SEVENTH

The name and address of the initial two directors of the Corporation, who shall hold office the first year or until their successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
W. Bowen Stewart	Quarters T. T. Mustin Road N.A.S. Jacksonville, Florida 32212
Julia W. Stewart	Quarters T. T. Mustin Road N.A.S. Jacksonville, Florida 32212

EIGHTH

In addition to the powers and authorities hereinabove or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all things and act as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of the State of Florida, of these Articles and to any bylaws; provided, however, that no bylaw so made shall invalidate any prior act of the directors which would have been valid if such bylaws had not been made.

NINTH

No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm or association shall be affected or invalidated by the fact that any director or directors of this Corporation is a party, or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firms or association, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or for any firm or corporation in which he may be in any way interested, provided that the fact that he is so interested shall be disclosed or shall have been known

to the board of directors of the Corporation or a majority thereof, and any director of this Corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

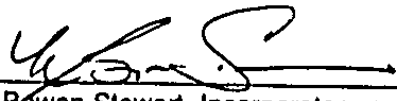
TENTH

This Corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ELEVENTH

The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 27 day of February, 1996.


W. Bowen Stewart, Incorporator and Registered Agent

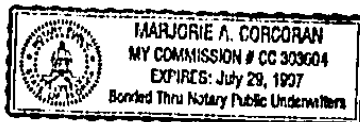
" I HEREBY ACCEPT DESIGNATION AS REGISTERED AGENT."

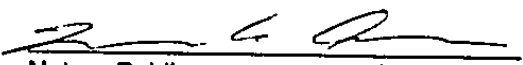
STATE OF FLORIDA

COUNTY OF DUVAL

Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared W. Bowen Stewart, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to me that he executed the same for the purposes therein set forth.

WITNESSETH my official hand and seal this 27 day of February, 1996.
Marjorie A. Corcoran




Notary Public *Marjorie A. Corcoran*
State of Florida at Large

My Commission Expires: 29 July 1997

This instrument prepared by:

Philip G. Hunt, Sr.
4721 Morrison Drive
Mobile, Alabama 36609
Florida Bar No. 099663

RECORDED
INDEXED
FEB 27 1996
CLERK OF CIRCUIT COURT
JULIA A. HARRIS
TALLAHASSEE, FLORIDA