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408 EAST GAINES STREET

WEST PALM BEACH FL 33401-8104

TALLAHASSEE, FL 32308

CONTACT, MARY BLACKFORD CHERRY

FAX, (804) 822-4000

PHONE, (407) 855-0720

FAX, (407) 855-6877

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DOCUMENT TYPE, FLORIDA PROFIT CORPORATION OR P.O.

NAME, PHAROS APPAREL, INC.

FAX AUDIT NUMBER, H96000004048

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**ARTICLES OF INCORPORATION**

**OF**

**PHAROS APPAREL, INC.**

**Article I**

**Name**

The name of the corporation is PHAROS APPAREL, INC.

**Article II**

**Duration**

The corporation shall have a perpetual existence.

**Article III**

**Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**Article IV**

**Address**

The principal place of business of this corporation shall be:

11201 West Midway Road  
Ft. Pierce, Florida 34945

The mailing address of this corporation shall be:

11201 West Midway Road  
Ft. Pierce, Florida 34945

Stephen G. Vogelsang, Esq.  
777 S. Flagler Drive, Suite 500 East  
West Palm Beach, FL 33401  
(407) 655-1980 FL Bar # 0614424

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**Article V**

**Capital Stock**

The corporation is authorized to issue one thousand (1,000) shares of one cent (\$.01) par value per share common stock.

**Article VI**

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 11201 West Midway Road, Ft. Pierce, Florida 34945, and the name of the initial registered agent of this corporation at the address is Gary W. Roberts. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

**Article VII**

**Initial Board of Directors**

The corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are listed below:

Gary W. Roberts	11201 West Midway Road Ft. Pierce, Florida 34945
Justine C. Roberts	11201 West Midway Road Ft. Pierce, Florida 34945

**Article VIII**

**Incorporator**

The name and address of the person signing these Articles is:

Stephen G. Vogelsang      777 S. Flagler Drive, Suite 500 East  
West Palm Beach, Florida 33401

**Article IX**

**Powers**

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**Article X**

**Indemnification**

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided

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for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

#### Article XI

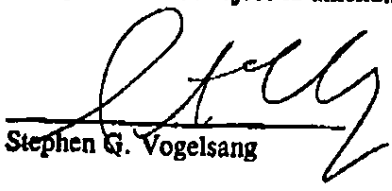
##### Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

#### Article XII

##### Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

  
Stephen G. Vogelsang

DATED: February 15 1996

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for PHAROS APPAREL, INC., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, Gary W. Roberts on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

**REGISTERED AGENT:**

By:   
Gary W. Roberts

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**ASSIGNMENT OF INCORPORATOR'S SUBSCRIPTION****KNOWN ALL MEN BY THESE PRESENTS:**


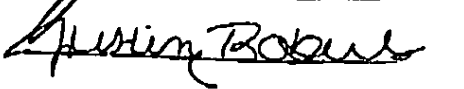
That I, Gary W. Roberts, in consideration of One Dollar (\$1.00), the receipt whereof is acknowledged, and for other good and valuable considerations have sold, assigned, transferred and set over and by these presents do sell, assign, transfer, and set over unto the following in the numbers indicated, all rights, title and interest as an incorporator and a subscriber to the common stock of Pharon Apparel, Inc., a corporation organized under the laws of Florida:

<u>Shareholder</u>	<u>Number of Shares to be Issued Initially</u>
Gary W. Roberts	100
Justine C. Roberts	100

WITNESS my hand and seal this \_\_\_ day of February, 1996.

  
Gary W. Roberts  
Incorporator

Witnesses:

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TALLAHASSEE, FLORIDA

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