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June 4, 1996

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800001852168
-06/05/96--01079--018
*****70.00 *****70.00

Re: Articles of Incorporation of Big White Undies, Inc.

Dear Sir or Madam:

For filing, please find enclosed the original and two copies of the Articles of Incorporation of Big White Undies, Inc., together with the Secretary of State filing fee of \$70.00. Please stamp the extra copy of these Articles of Incorporation "Filed," and then please return this copy to me in the enclosed self-addressed, stamped return envelope.

Thank you for your attention to this matter.

Very truly yours,

SWIFT, CURRIE, MCGHEE & HIERS

R. Thomas Hicks

R. Thomas Hicks

RTH:lph
Enclosure

112990-1

FILED
96 JUN -5 AM 11:54
DIVISION OF STATE
TALLAHASSEE, FLORIDA

D. BROWN JUN - 7 1996

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
BIG WHITE UNDIES, INC.

FILED
26 JUL -5 11:55
TALLAHASSEE, FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: BIG WHITE UNDIES, INC.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE IS: 7336 CURLEW ROAD, SARASOTA, FLORIDA 34241. THE MAILING ADDRESS OF THE CORPORATION IS: POST OFFICE BOX 20646, SARASOTA, FLORIDA 34276.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 1,000.

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 7336 CURLEW ROAD, SARASOTA, FLORIDA 34241, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS GEORGE SIEWIERSKI.

FIFTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS FOUR, AND THE NAMES AND ADDRESS OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

JOSH GREENBAUM, POST OFFICE BOX 215, MICANOPY, FLORIDA 32667;

DAVE MCMAHON, 205 S.E. 7TH STREET, APT. B, GAINESVILLE, FLORIDA 32601;

ERIC STEINBERG, 3232 S.W. 35 BOULEVARD, GAINESVILLE, FLORIDA 32608; AND

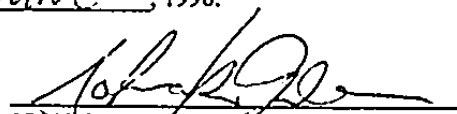
PAT KOCH, 1527 N.W. 8TH STREET, GAINESVILLE, FLORIDA 32603-1001.

SIXTH: THE NAME AND ADDRESS OF THE INCORPORATOR IS:

JOSH GREENBAUM, POST OFFICE 215, MICANOPY, FLORIDA 32667.

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION

THIS 1st DAY OF JUNE, 1996.


JOSH GREENBAUM, INCORPORATOR
AND PRESIDENT

ACCEPTED BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: GEORGE SIEWIERSKI IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED: June 1, 1996



GEORGE SIEWIERSKI

98021-1

FILED
55 JUN -5 AM 11:55
STATE
TALLAHASSEE, FLORIDA