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Joseph M. Scheyd, Jr. P.A.
ATTORNEY AT LAW
805 MAIN STREET
DEMIN FLORIDA 32311
TEL 990.837.1125
FAX 990.837.1121

FILED
96 JUN 26 PM 3:24
SECRET
TALLAHASSEE, FLORIDA

June 21, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation for Under the Sun Headwear, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation, including Certificate of Designation of Registered Agent/Registered Office for the above-referenced corporation. Also enclosed is check #1107 in the amount of \$70.00 to cover the filing fee.

Thank you for your assistance in this matter. If you have any questions or need additional information, please give me a call.

Sincerely,
Tiffany Donaldson
Tiffany Donaldson
Legal Assistant for
Joseph M. Scheyd, Jr.

/tjd
Enclosures

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6-25-96

ARTICLES OF INCORPORATION
OF
UNDER THE SUN HEADWEAR, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Under the Sun Headwear, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

3619 Goldsby's Way
Destin, Florida 32541

The mailing address of this corporation shall be:

Post Office Box 833
Destin, Florida 32540

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is Marc Matthews, 3619 Goldsby's Way, Destin, Florida 32541.

ARTICLE VI - INCORPORATORS

The names and addresses of the persons signing these articles are:

Marc Matthews
3619 Goldsby's Way
Destin, Florida 32541

Cindy Matthews
3619 Goldsby's Way
Destin, Florida 32541

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of one (1) director. The name and address is as follows:
Director:

Marc Matthews
3619 Goldsby's Way
Destin, Florida 32541

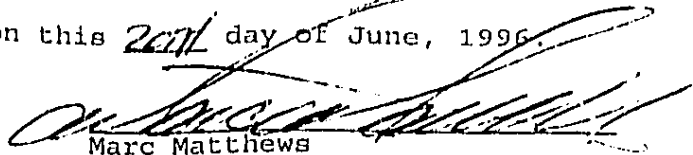
ARTICLE VIII - BY-LAWS

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

ARTICLE IX - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 20th day of June, 1996.


Marc Matthews

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 20th day of June, 1996, by MARC MATTHEWS, who is personally known to me or who has produced _____ as identification and who did take an oath and acknowledged and declared that he executed the same for the uses and purposes therein set forth.



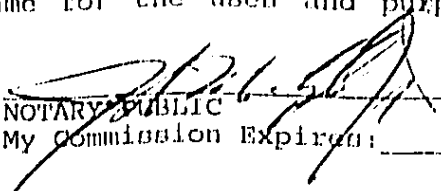
JOSEPH M. SCHEYD, JR.
MY COMMISSION # CC265692 EXPIRES
March 14, 1997
BONDED THROUGH TROY FARM INSURANCE, INC.


NOTARY PUBLIC
My Commission Expires: _____


Cindy Matthews

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 26th day of June, 1996, by CINDY MATTHEWS, who is personally known to me or who has produced _____ an identification and who did take an oath and acknowledged and declared that she executed the same for the uses and purposes therein set forth.


NOTARY PUBLIC
My Commission Expires: _____



JOSEPH M. SCHEYD, JR.
MY COMMISSION # CC265892 EXPIRES
March 14, 1997
BONDED TRUST FUND INSURANCE, INC.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

96 FILED
JUN 21 1996
TALLAHASSEE
FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: UNDER THE SUN HEADWEAR, INC.

2. The name of the registered agent is Marc Matthews. The address of the registered office is 3619 Goldsby's Way, Destin, Florida 32541.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

DATED this 20th day of June, 1996.


MARC MATTHEWS
Registered Agent