

John T. Gouldbourne
5841 Lake Worth Rd.
Lake Worth, FL 33463
(407) 964-9744

July 8, 1996

P96000058128

Secretary of State
Corporate Division
PO Box 6327
Tallahassee, FL 32314

RE: ATLANTIC COAST SUNWEAR, INC.
ARTICLES OF INCORPORATION

500001887415
-07/08/96--01073--003
****122.50 ****122.50

Dear Sir/Madam:

Enclosed for filing, please find the original Articles of Incorporation of ATLANTIC COAST SUNWEAR, INC., together with a copy. Also enclosed is a check in the sum of \$122.50 in payment of the filing fee, certified copy and registered agent designation.

Thank you for your assistance.

Sincerely yours,

J. T. GOULDBOURNE

enclosures

FILED
96 JUL -8 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
7-11-96

**ARTICLES OF INCORPORATION
OF
ATLANTIC COAST SUNWEAR, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I - NAME

The name of this Corporation is ATLANTIC COAST SUNWEAR, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon filing with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have to issue is 1,000, all of which shall be common shares with par value of \$1.00 (one dollar).

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each Shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5841 LAKE WORTH ROAD, LAKE WORTH, FL 33463, and the name of the initial registered agent of this Corporation at that address is JOHN T. GOULDBOURNE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The name and address of the initial Board of Directors of this Corporation are:

JOHN T. GOULDBOURNE
5841 LAKE WORTH ROAD, LAKE WORTH, FL 33463

ARTICLE VIII - INCORPORATORS

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

JOHN T. GOULDBOURNE
5841 LAKE WORTH ROAD, LAKE WORTH, FL 33463

ARTICLE IX - INDEMNIFICATION

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

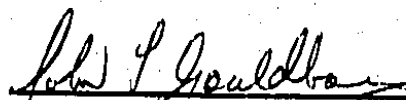
ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

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

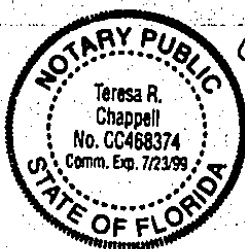
IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation, this 2 day of July, 1996.


JOHN T. GOULDBOURNE, INCORPORATOR

STATE OF FLORIDA, COUNTY OF PALM BEACH }

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN T. GOULDBOURNE, personally known to me, or who provided a Florida driver's license as identification, who acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 2nd day of July, 1996.




NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

FILED

STATE OF FLORIDA

96 JUL -8 AM 9:39

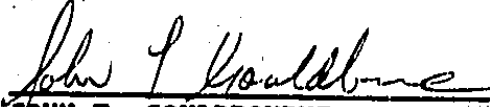
DEPARTMENT OF STATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:


FIRST--THAT ATLANTIC COAST SUNWEAR, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 8841 LAKE WORTH ROAD, LAKE WORTH, COUNTY OF PALM BEACH, FLORIDA 33463, HAS NAMED JOHN T. GOULDBOURNE, REGISTERED AGENT, LOCATED AT 8841 LAKE WORTH ROAD, LAKE WORTH, FL 33463, COUNTY OF PALM BEACH, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


JOHN T. GOULDBOURNE, INCORPORATOR

DATE: 7/2/96

ACCEPTANCE:

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.


JOHN T. GOULDBOURNE
REGISTERED AGENT

DATE: 7/2/96