

**P96000097588**

TO: DIGITAL CORPORATION

FAX # (941) 22-1001

FROM: GRIMES, GORBEL, GRIMES & HAWKINS, P.A.  
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NAME: GULFWIND EMBROIDERY AND APPAREL, INC.  
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**Grimes Goebel Grimes  
Hawkins & Gladfelter, P.A.**  
1023 Manatee Avenue West  
Bradenton, Florida 34205

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 3, 1996

CRIMES, GOEBEL, CRIMES & HAWKINS, P.A.

SUBJECT: GULFWIND EMBROIDERY AND APPAREL, INC.  
REF: W96000025146

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Dana Calloway  
Document Specialist

FAX Aud. #: H96000016834  
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**ARTICLES OF INCORPORATION  
OF**

**GULFWIND EMBROIDERY AND APPAREL, INC.**

The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I. CORPORATE NAME**

The name of the corporation shall be GULFWIND EMBROIDERY AND APPAREL, INC. The Principal office and mailing address shall be 4214 18th Avenue Drive West, Bradenton, Florida, 34205.

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted and carried on by the corporation is to engage in any lawful act and activity business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The total authorized capital stock of the corporation shall be 1000 shares of common stock having a nominal par value of 10\100 Dollars (\$0.10) per share.

**ARTICLE IV. TERMS OF EXISTENCE**

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

**ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The street address of the initial registered office of this corporation shall be 1023 Manatee Avenue West, Bradenton, Florida 34206, and the initial registered agent will be William S. Galvano. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida and/or select a new registered agent.

**ARTICLE VI. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is William S. Galvano, whose address is 1023 Manatee Avenue West, Bradenton, Florida 34206.

William S. Galvano, Esquire Florida Bar: 966487  
Grimes Goebel Grimes & Hawkins, P.A.  
1023 Manatee Avenue West  
Bradenton, Florida 32406  
(941) 748-0151 fax (941) 748-0158

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H96000016834

**ARTICLE XII. AFFILIATED TRANSACTIONS**

This corporation elects not to be governed by the provisions of Sections 607.090, *Florida Statutes (1993)*, regarding affiliated transactions.

IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of Florida, for the purposes therein set forth.



WILLIAM S. GALVANO

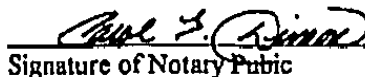
STATE OF FLORIDA  
COUNTY OF MANATEE

BEFORE ME, the undersigned notary public, personally appeared WILLIAM S. GALVANO, known to me and known to be the person making, subscribing and acknowledging the foregoing Articles of Incorporation to be his free act and deed for the purposes therein set forth. He is personally known to me and did (✓) did not ( ) take an oath.

SWORN TO AND SUBSCRIBED before me this 2<sup>ND</sup> day of December, 1996.



CAROL E DIMON  
My Commission CC443082  
Expires Mar. 10, 1999  
Bonded by ANS  
800-852-6678



Signature of Notary Public

CAROL E. DIMON  
Printed name of Notary Public

Serial/Commission Number

My commission expires:

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## ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by the by-laws adopted by the stockholders, but shall never be less than one (1).

## ARTICLE VIII. INITIAL DIRECTORS

The names of the initial Directors of this corporation and their street addresses are:

Name	Address
James D. Whalen	4550 47th Street West Apartment 111 Bradenton, Florida 34210
Jackie M. Cline	5403 Aloha Drive St. Petersburg Beach, Florida 33706
Walter Stern III	4214 18th Avenue Drive West Bradenton, Florida 34205

## ARTICLE IX. OFFICERS

The executive offices of this corporation shall be a President, Vice President, Secretary and Treasurer. Any person may hold two or more offices. The corporation may also have such other officer and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by resolution of the Board of Directors not inconsistent with the by-laws.

## ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserve power.

## ARTICLE XI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase its pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provision of Sections 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ Registered Agent, in the State of Florida.

1. The name of the corporation is GULFWIND EMBROIDERY AND APPAREL, INC.
2. The name and address of the Registered Agent and office is: William S. Galvano, 1023 Manatee Avenue West, Bradenton, Florida 34206.

**ACKNOWLEDGMENT**

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
\_\_\_\_\_  
WILLIAM S. GALVANO  
Registered Agent

DATED this the 2ND day of December, 1996.

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