

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Heartland Apparel Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express SM		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation	200002055852--2	
<input type="checkbox"/> Annual Report/Reinstatement	01/13/97-D1040-026	
<input type="checkbox"/> Reg. Agent Service	*****70.00	*****70.00
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS _____

REQUEST TAKEN CONFIRMED APPROVED

DATE 1/13/97
TIME 12:20 CK No. _____
BY AAK

WALK-IN
Will Pick Up _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
of
HEARTLAND APPAREL, INC.

FILED
97 JAN 13 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATION NAME

The name of the corporation shall be:

HEARTLAND APPAREL, INC.

ARTICLE II - PURPOSE

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED shares (500) of "No Par Value" (\$0.00) Common Stock, which shall be designated "Common Shares."

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

1168 EAST DONNEGAN AVENUE
KISSIMMEE, FLORIDA 34744

The name and street address of the Initial Registered Agent of this corporation is:

MOSTAFA MAHMOOD
1168 EAST DONNEGAN AVENUE
KISSIMMEE, FLORIDA 34744

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time-to-time by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial director(s) of the corporation are as follows:

MOSTAFA MAHMOOD
1168 EAST DONNEGAN AVENUE
KISSIMMEE, FLORIDA 34744

HASINA BEGAM
1168 EAST DONNEGAN AVENUE
KISSIMMEE, FLORIDA 34744

ARTICLE VI - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE VII - INCORPORATOR(S)

The names and addresses of the incorporator(s) signing these Articles of Incorporation are as follows:

MOSTAFA MAHMOOD
1168 EAST DONNEGAN AVENUE
KISSIMMEE, FLORIDA 34744

HASINA BEGAM
1168 EAST DONNEGAN AVENUE
KISSIMMEE, FLORIDA 34744

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 11TH Day of November, 1996.

x Mostafa Mahmood
Hasina Begam

STATE OF FLORIDA

COUNTY OF OSCEOLA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

x Mosliq Mahmood
Signature

Form of Identification

Hasina Bogum
Signature

Form of Identification

known to me and known to be the person who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed these Articles of Incorporation, that I relied upon the form(s) of identification of the above named person(s) as indicated opposite each name.

WITNESS my hand and official seal this 11TH Day of November, 1996.

(SEAL)

Notary Public
State of FLORIDA

My Commission Expires:
April 22, 2000

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida. HEARTLAND APPAREL, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at:

1168 EAST DONNEGAN AVENUE
KISSIMMEE, FLORIDA 34744

has named MOSTAFA MAHMOOD, whose address is:

1168 EAST DONNEGAN AVENUE
KISSIMMEE, FLORIDA 34744

as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

x Mostafa Mahmood

STATE OF FLORIDA

COUNTY OF OSCEOLA

BEFORE ME, the undersigned authority, this day personally appeared MOSTAFA MAHMOOD, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 11TH Day of November, 1996.

(SEAL)

Notary Public
State of FLORIDA

My Commission Expires:
April 22, 2000

FILED
97 JAN 13 PM 2:24
TALLAHASSEE, FLORIDA