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SECRETARY OF STATE
THE CAPITAL
TALLAHASSEE, FLORIDA 32201

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-01/14/97--01175--004
****122.50 ****122.50

Dear Sirs:

Enclosed are Articles of Incorporation for Pelican Bay Outfitters & Co., Inc.
together with a check for the following:

CAPITAL STOCK TAX:	\$	30.00
RESIDENT FILING FEE:		10.00
ARTICLES OF INCORPORATION FILING FEE:		67.50
CERTIFIED COPY OF ARTICLES OF INCORPORATION:		15.00

TOTAL: \$ 122.50

Please mail the Certified Copy of Articles of Incorporation to:

Gary D. Baugher
6951 Deep Lagoon Lane
Ft. Myers, Florida 33919

FILED
97 JAN 14 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,

JAN 21 1997 BSB


Brian J. Baugher

ARTICLES OF INCORPORATION

FILED
97 JAN 14 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of organizing a Corporation, pursuant to the laws of the State of Florida, do hereby adopt the Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: Pelican Bay Outfitters & Co., Inc.

ARTICLE II

The nature of business of the Corporation, and the object and purpose to be transacted, promoted, or carried on by it, are as follows to wit:

a.

Retail clothing and shoe sales

b.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purpose or the attainment of any of the objects, or the furtherance of anything herein before set forth, either alone or in association of other Corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

c.

Among the powers that this Corporation is authorized to exercise is to the same extent that natural persons might or could do, to purchase or otherwise acquire and to hold, own, maintain, work, develop, sell, lease, exchange hire, convey, mortgage, or otherwise dispose of and deal in lands, leaseholds, and any personal or mixed property, and any franchised, rights, licenses, or privileges, necessary, convenient, or appropriate for any of the proposed herein expressed.

d.

The business or purpose of the Corporation is from time to time, to do any one or more of the acts and things herein above set forth, and it shall have power to conduct and carry on its business or any part thereof, and to have one or more offices, and to exercise all or any of its Corporation powers and rights, in the whole State of Florida, and in various other States, Territories, Colonies, and Dependencies of the United States and the District of Columbia

ARTICLE III

This Corporation shall have perpetual existence.

ARTICLE IV

The total authorized capital stock of the Corporation is as follows:
1,000 Shares of Common Stock, which shall have a par value of: \$1.00 Per Share.

ARTICLE V

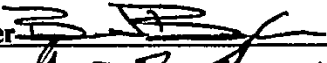

The amount of capital which this Corporation shall begin business, shall be at least \$ 1,000.00 (One Thousand Dollars)

ARTICLE VI

The post office address and the principal office of the Corporation shall be as follows: 6951 Deep Lagoon Lane, Fort Myers, Florida 33919

ARTICLE VII

The management of this Corporation shall be vested in a Board of Directors of not less than two and no more than five Directors, as may be fixed by the by-laws. The Directors shall be elected at the annual meeting of the Stockholders to be held at the general office of the Corporation located at: 6951 Deep Lagoon Lane, Ft. Myers, Fl. 33919 at 10:00 A.M., on the second Thursday, of January, each year. Until such election, the Directors of said Corporation shall be as follows:

<u>Brian J. Baugher</u>		<u>President/Treasurer</u>
<u>Gary D. Baugher</u>		<u>Vice President/Secretary</u>

ARTICLE VIII

The names and addressess of the persons forming this Corporation, and who will serve as its Board of Directors and other officers are as follows:

President/Treasurer - Brian J. Baugher 15220 Ports of Iona Drive #202 Ft. Myers, Fl. 33908
Vice President/Secretary - Gary D. Baugher 6951 Deep Lagoon Lane Ft. Myers, Fl. 33919

It is further provided that these Officers above named, who, unless otherwise provided by these Articles of Incorporation or the by-laws, shall hold office for the first

ARTICLE IX

The meeting of the Board of Directors shall be held immediately following the annual meeting of the Stockholders, and at the same place. The Executive Officers of this Corporation shall be: President, Vice-President, Secretary, and Treasurer. The office of any two may be held by the same person, except that of President and Secretary. Such Executive Officers shall be elected by the Board of Directors at each annual meeting held as foresaid. The board of Directors shall have the power to fill any vacancy in the Board of Directors, or any other office.

ARTICLE X

The first meeting of the Incorporators, and Directors, for the purpose of organizing and adopting by-laws and electing Executive Officers, shall be held at: 6951 Deep Lagoon Lane, Ft. Myers, Fl. 33919 at 11:00 A.M. on January 3, 1997 or as soon on the said day thereafter as the meeting can be held.

ARTICLE XI

The names and Post Office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares each one shall own are as follows:

President / Treasurer:

Brian J. Baugher

700 Shares

15220 Ports of Iona Drive #202

Fort Myers, Florida 33908

Vice-President / Secretary

Gary D. Baugher

300 Shares

6951 Deep Lagoon Lane

Fort Myers, Florida 33919

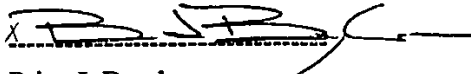
ARTICLE XII

CERTIFICATE OF RESIDENT AGENT:

Pelican Bay Outfitters & Co., Inc. desiring to organize under the laws of the State of Florida, with its principal office at: 6951 Deep Lagoon Lane, Fort Myers, Fl. 33919 has named Brian J. Baugher, as its principal agent to accept services of process within this State.

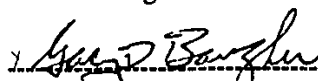
ACKNOWLEDGEMENT:

Having been named to accept services of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of Section 607.0501 and 607.0505 Florida Statutes relative to keeping open said office.

X 
Brian J. Baugher

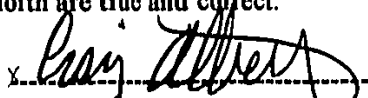
IN WITNESS WHEREOF, I have hereunto set my hands and seals on this
the ___ day of January 1997 A.D.

X 
Brian J. Baugher

X 
Gary D. Baugher

STATE OF FLORIDA
COUNTY OF LEE

Be it remembered that on the 8th day of January 1997 A.D., personally appeared before me, the undersigned, officers authorized to administer oaths and take acknowledgements, Brian Baugher and Gary Baugher, to me well known and known to me to be the individuals described in and who signed and executed the foregoing Articles of Incorporation, and they acknowledged and declared that they did make, subscribe, and acknowledge the foregoing Articles of Incorporation, and by one's voluntary acts and deeds, and the things set forth are true and correct.

X 
Notary Public
OFFICIAL NOTARY SEAL

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate designating place of business or Domicile for the service of process within this State, naming agent upon whom process may be served and names and addresses of the Officers and Directors.

The following is submitted in compliance with Sections 607.0501 and 607.0505, Florida Statutes:

Pelican Bay Outfitters & Co., Inc.

A Corporation organized (or organizing) under the laws of the State of Florida, with its principal office at: 6951 Deep Lagoon Lane, in the city of Fort Myers, county of Lee, State of Florida, as its agent to accept service of process within this State.

FILED
97 JAN 14 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICERS	TITLE	SPECIFIC ADDRESS
Brian J. Baugher	(P/T)	15220 Ports of Iona Dr. #202 Fort Myers, Florida 33908
Gary D. Baugher	(VP/S)	6951 Deep Lagoon Lane Fort Myers, Florida 33919

DIRECTORS	SPECIFIC ADDRESS
Brian J. Baugher	15220 Ports of Iona Dr. #202 Fort Myers, Florida 33908
Gary D. Baugher	6951 Deep Lagoon Lane Fort Myers, Florida 33919

ACCEPTANCE:

I agree as Resident Agent to accept service of process: to keep 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.