

**Richey  
& Neal, PA**

Attorneys and Counselors at Law  
January 13, 1997

Steven J. Richey  
Terry T. Neal  
Jimmy D. Crawford

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32301

800002060358--7  
-01/16/97--01065--002  
\*\*\*122.50 \*\*\*122.50

Re: Cato Classic, Inc.

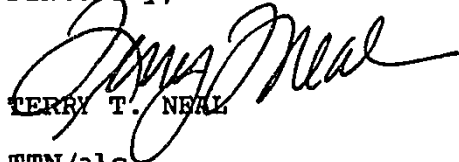
Dear Sirs:

Enclosed herewith is an original and a duplicate copy of Articles of Incorporation for the above referenced corporation for your consideration and filing if same meets with your approval.

Also enclosed is a check in the amount of \$122.50 representing the filing fee, resident agent fee and fee for a certified copy of the Articles. When filed, I would appreciate your furnishing me with a certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Sincerely,

  
TERRY T. NEAL

TTN/als  
Enclosures

i /AL JAN 22 1997

Terry\Corporation\CatoClassic\Scott\Sec.State.Letter

FILED  
97 JAN 16 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O. Box 492460  
Leesburg, FL 34749-2460  
352 / 365-2262  
Fax: 352 / 365-1928

Located in the Lake Port Square Professional Building at 1084 Flagler Avenue in Leesburg, Florida

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CATO CLASSIC, INC.

The undersigned incorporators hereby associate themselves together to form a corporation under Chapter 607, Florida Statutes.

ARTICLE I

NAME

The name of the corporation is CATO CLASSIC, INC., and its principal place of business is 10424 N. CR 475, Wildwood, Florida 34785, with a mailing address of 10424 N. CR 475, Wildwood, Fla. 34785.

ARTICLE II

GENERAL PURPOSE

The general purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have the authority to issue is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall begin its existence on the day these Articles of Incorporation are filed by the Secretary of State of the State of Florida, and shall exist perpetually.

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent of this corporation and the initial registered office are:

TOM SCOTT  
10424 N. CR 475  
Wildwood, Florida 34785

ARTICLE VI

MANAGEMENT

Pursuant to the provisions of Section 607.0801(3), Florida Statutes, the business of the corporation shall be managed by the shareholders of the corporation rather than by a Board of Directors.

ARTICLE VII

OFFICERS

The names and mailing addresses of each of the officers of the corporation are:

President: Tom Scott  
10424 N. CR 475  
Wildwood, Fla. 34785

Secretary/Treasurer: Carolyn Scott  
10424 N. CR 475  
Wildwood, Fla. 34785

#### ARTICLE VIII

##### INCORPORATORS

The names and addresses of each of the incorporators  
are:

<u>Name</u>	<u>Address</u>
Tom Scott	10424 N. CR 475 Wildwood, Fla. 34785
Carolyn Scott	10424 N. CR 475 Wildwood, Fla. 34785

#### ARTICLE IX

##### AMENDMENT

The Articles of Incorporation may be amended in the  
manner provided by law

#### ARTICLE X

##### BYLAWS

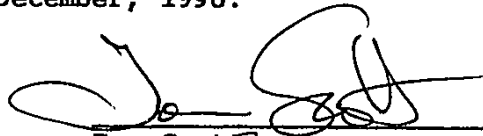

The power to adopt, amend or repeal the Bylaws shall be  
reserved to the shareholders of this corporation.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 31<sup>st</sup> day of December, 1996.

  
\_\_\_\_\_  
Tom Scott  
  
\_\_\_\_\_  
Carolyn Scott

STATE OF FLORIDA  
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared TOM SCOTT and CAROLYN SCOTT, personally known to me to be the persons described in or who produced D.L. # 5300-226-45-321-0 (Tom Scott)  
D.L. # 5300-113-57-926-0 (Carolyn Scott) as identification, and who executed the foregoing document and who acknowledged before me that they executed the same for

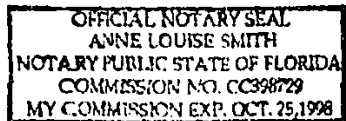
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

the uses and purposes set forth therein.

WITNESS my hand and official seal in the State and  
County last aforesaid this 31<sup>st</sup> day of December, 1996



*Anne Louise Smith*  
Signature of Notary

Anne Louise Smith  
Print Name of Notary  
NOTARY PUBLIC, STATE OF FLA.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the place designated in these Articles of incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

*Tom Scott*

Tom Scott  
Registered Agent