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FLORIDA DIVISION OF CORPORATIONS  
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CONTACT: KAREN PETERSON

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FAX #: (904)359-8700

NAME: TROPICAL SPORTSWEAR INT'L CORPORATION

AUDIT NUMBER.....H97000001721

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*OK per Lynn*

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*Handwritten signature/initials*

**TROPICAL SPORTSWEAR INTERNATIONAL CORPORATION****4902 West Waters Avenue  
Tampa, Florida 33634**

January 28, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

Ladies and Gentlemen:

Tropical Sportswear International Corporation, a Florida corporation (the "Company"), hereby consents to the formation of a new Florida corporation having the name Tropical Sportswear Int'l Corporation which will be an affiliate of the Company. The principal address of both the Company and Tropical Sportswear Int'l Corporation will be located at 4902 West Waters Avenue, Tampa, Florida, and the Company and Tropical Sportswear Int'l Corporation will share common officers and directors. Eventually, the Company plans to merge with and into Tropical Sportswear Int'l Corporation so that only the survivor of the merger will bear the name "Tropical Sportswear."

By: 

Michael Kagan  
Executive Vice President

**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 27 day of January, 1997, by Michael Kagan, the Executive Vice President of Tropical Sportswear International Corporation, a Florida corporation, on behalf of the corporation. Such person did not take an oath and: *(notary must check applicable box)*

- ☒ is/are personally known to me.  
☐ produced a current Florida driver's license as identification.  
☐ produced \_\_\_\_\_ as identification.

(Notary Seal must be affixed)

  
Signature of Notary

Name of Notary, (Printed or Stamped)

Commission Number (if not legible on seal):

My Commission Expires (if not legible on seal):

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**ARTICLES OF INCORPORATION  
OF  
TROPICAL SPORTSWEAR INT'L CORPORATION**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of Tropical Sportswear Int'l Corporation (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation, effective as of January 27, 1997, pursuant to Section 607.0203(1) of the FBCA:

**ARTICLE 1****Name**

The name of the Corporation is: Tropical Sportswear Int'l Corporation.

EFFECTIVE DATE  
1-27-97**ARTICLE 2****Effective Date**

Pursuant to the provisions of Section 607.0203(1) of the FBCA, these Articles of Incorporation shall have an effective date of January 27, 1997.

**ARTICLE 3****Business and Activities**

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

**ARTICLE 4****Shares**

The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue is 1,050 shares of common stock with a par value of \$.01 per share and 49,990 shares of preferred stock with a par value of \$.01 per share. Upon liquidation, dissolution or winding up of the Corporation, no distribution shall be made to the holders of common stock of the Corporation until the holders of preferred stock shall have received \$100.00 per share of preferred stock owned. Such preferred stock shall be non-voting, have no right to a dividend, have no conversion rights, and shall not be subject to redemption.

**ARTICLE 5****Preemptive Rights**

Each holder of shares of common stock of the Corporation shall be entitled to a prescriptive right to subscribe to any additional issuances of common stock of the Corporation.

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662  
Foley & Lardner  
200 Laura Street, Jacksonville, FL 32202  
904/359-2000

Fax Audit No. H970000017214

**ARTICLE 6**  
**Principal Office and Mailing Address**

The street address and mailing address of the Principal Office of the Corporation is 4902 West Waters Avenue, Tampa, Florida 33634. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

**ARTICLE 7**  
**Initial Board of Directors**

The number of the Directors constituting the initial Board of Directors of the Corporation is nine (9). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than six (6).

**ARTICLE 8**  
**Initial Registered Office and Agent**

The address of the initial Registered Office of the Corporation is 200 Laura Street, Jacksonville, Florida 32202, Attention: Todd B. Pfister, and the initial Registered Agent at such address is F&L Corp.

**ARTICLE 9**  
**Incorporator**

The name and address of the sole incorporator of the corporation is: Todd B. Pfister, Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, FL 33602.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the undersigned incorporator this 28th day of January, 1997.

  
\_\_\_\_\_  
Todd B. Pfister, Incorporator

Fax Audit No. H97000001721 4

**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in Article 9 of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

**DATED** this 28th day of January, 1997.

F&amp;L Corp.

By: Charles V. Hedrick  
Name: Charles V. Hedrick, Authorized  
Signatory

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