

P97000011438

Requestor's Name

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*****70.00 *****70.00



H. EDWARD JONES JAN
CERTIFIED PUBLIC ACCOUNTANT

3230 WEST COMMERCIAL BOULEVARD, SUITE 150
FORT LAUDERDALE, FLORIDA 33309

Office Use Only

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

97 FEB - 3 AM 10: 41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1/23/97
TS
502
W97-1721
2/5/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1997

H.EDWARD JONES
3230 WEST COMMERCIAL BLVD. STE 150
FORT LAUDERDALE, FL 33309

SUBJECT: THE PROUDFOOT COMPANY, INC.
Ref. Number: W97000001721

We have received your document for THE PROUDFOOT COMPANY, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 097A00003427

ARTICLES OF INCORPORATION

OF
M.A.G. Hosiery Company, Inc.
~~The Proudfoot Company, Inc.~~

FILED
91 FEB - 3 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract for the purpose of forming a corporation under the Florida General Corporation Act of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I

M.A.G. Hosiery Company, Inc.
The name of the corporation is ~~The Proudfoot Company, Inc.~~

ARTICLE II

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida and shall have such powers as enumerated in The Florida General Corporation Act, Chapter 607, Florida Statutes (1989), as amended from time to time.

ARTICLE III

The total number of shares of stock which the corporation shall have authority to issue and which the corporation is authorized to have outstanding at any one time is One Hundred (100) shares, which shares shall have a par value of One Dollar (\$1.00).

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial address of the principal office of the corporation in the State of Florida is 5250 White Oak Lane, Tamarac, FL 33319.

ARTICLE VI

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1). The names and address of the initial directors of this corporation are:

Mortimer A. Geisler
5250 White Oak Lane
Tamarac, Florida 33319

ARTICLE VII

The initial officers of this corporation are:

Mortimer A. Geisler: President,
Vice-President
Secretary/Treasurer

5250 White Oak Lane
Tamarac, Florida 33319

ARTICLE VIII

The name and street address of the subscriber to these Articles of Incorporation is:

Mortimer A. Geisler
5250 White Oak Lane
Tamarac, Florida 33319

ARTICLE IX

The corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.

ARTICLE X

The name and address of the incorporator and the initial registered agent of this corporation and his street address is as follows:

Mortimer A. Geisler
5250 White Oak Lane
Tamarac, FL 33319

ARTICLE XI

These Articles of Incorporation may be amended or repealed as provided by law.

ARTICLE XII

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone communication and as otherwise provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 14th day of January, 1997.

WITNESSES:

x Mortimer C. Geisler

STATE OF FLORIDA)

) ss.

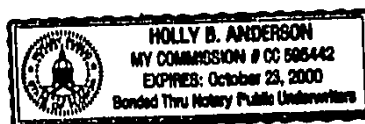
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County aforesaid, personally appeared MORTIMER GEISLER known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

WITNESS my hand and seal in the County and State aforesaid, this 14th day of January, 1997.

Holly B. Anderson
Notary Public

MY COMMISSION EXPIRES:



REGISTERED AGENT CERTIFICATE AND ACCEPTANCE

Pursuant to Chapter 607, Florida Statutes (1989), as amended from time to time, the following is submitted:

M.A.G. Hosiery Company, INC
1. ~~The Proudfoot Company, Inc.~~ is desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 5250 White Oak Lane, Tamarac, FL 33319, has named Mortimer A. Geisler at 5250 White Oak Lane, Tamarac, FL 33319 as its agent to accept service of process within the State of Florida.

2. Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes (1989), as amended from time to time, relative to keeping open said office.

Mortimer A. Geisler
x
Mortimer A. Geisler Registered Agent

Dated: January 14th, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA