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O'NEILL & O'NEILL SERVICES  
ACCOUNTING & PARALEGAL  
POST OFFICE BOX 50975  
JACKSONVILLE BEACH, FL 32240-0975  
904 - 249-3100

February 3, 1997

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

500002080145--7  
-02/06/97--01042--014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: INSIGNIA PLUS, INC. - First Choice/Name  
ACCESSORIES AND MORE, INC. - Second Choice/Name

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation, and a check in the amount of \$122.50.

Please file the Articles and return a certified copy to us at your earliest convenience.

In the event that the first choice name shown above is not available, we would very much appreciate it if you would check for the second choice.

Thank you,

*Karen B. O'Neill*

Karen B. O'Neill, President  
O'Neill & O'Neill Services, Inc.

FILED  
97 FEB -6 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/kbo

Enclosures

cc. Flavis Joe Barnard, Jr.

B. REGISTER FEB 7 1997

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ARTICLES OF INCORPORATION SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND LOCATION OF PRINCIPAL OFFICES

The name of this corporation is: INSIGNIA PLUS, INC., with initial principal offices located at 2800 Mercury Road, Jacksonville, FL 32207.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of retail sales of uniform accessories, or of engaging in any other activity or business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One hundred (100) shares of stock with the par value of One and no one-hundredths dollars (\$1.00) per share, which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is: Flavis Joe Barnard, Jr., of 3203 Donhurst Street, Jacksonville, FL 32211.

A Certificate and Acceptance of Designated Registered Agent is attached hereto as Exhibit "A".

ARTICLE VII - TAXING STRUCTURE OF CORPORATION

This corporation elects to become a small business concern under Subchapter "S" of the Internal Revenue Code of 1978.

ARTICLE VIII - CORPORATE DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors, who shall serve in an advisory capacity. The number of directors may be either increased or decreased from

time to time by the bylaws; however, there shall never be less than one director nor more than five. The names and addresses of the directors on the initial Board of Directors of the corporation are:

NAME	ADDRESS
Flavis Joe Barnard, Jr.	3203 Donhurst Street Jacksonville, FL 32211

#### ARTICLE IX - OFFICERS

The officers of the corporation shall be a president, vice-president, secretary and treasurer, who shall be appointed or elected by the Board of Directors as shall be prescribed in the bylaws. The name and street address of each of the initial officers is:

NAME	ADDRESS
Flavis Joe Barnard, Jr. President, Secretary and Treasurer	3203 Donhurst Street Jacksonville, FL 32211
Flavis Joe Barnard, III Vice-President	3203 Donhurst Street Jacksonville, FL 32211

#### ARTICLE X - INCORPORATORS

The name and address of each Incorporator signing these articles:

NAME	ADDRESS
Flavis Joe Barnard, Jr.	3203 Donhurst Street Jacksonville, FL 32211

#### ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any Officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 1st day of February 1997.

  
SIGNATURE OF INCORPORATOR  
Flavis Joe Barnard, Jr.

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED


In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that INSIGNIA PLUS, INC. desiring to qualify under the laws of the State of Florida, with its principal offices located at 2800 Mercury Road, Jacksonville, FL 32207, has named Flavis Joe Barnard, Jr. of 3203 Donhurst Street, Jacksonville, FL 32211, as its agent to accept service of process within the State of Florida.

Dated: February 3, 1997

INSIGNIA PLUS, INC.

BY:

  
FLAVIS JOE BARNARD, JR., President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A C C E P T A N C E

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

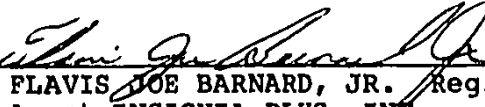
  
FLAVIS JOE BARNARD, JR. Registered  
Agent INSIGNIA PLUS, INC.

EXHIBIT "A"