

The Law Office of
William A. Johnson, P.A.

Attorney-at-Law
Imperial Plaza
6767 N. Wickham Road, Suite 400F
Melbourne, Florida 32940
tel: (407) 253-1667 & 253-1915
fax: (407) 259-1669

PA 7000019580

February 24, 1997

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

400002098434--6
-02/26/97--01057--007
****122.50 ****122.50

Dear Sir or Madam:

Please file the enclosed articles of incorporation. The filing fee of \$122.50 is included. After filing, please return the articles to this office.

Thank you for your cooperation.

Sincerely,

William A. Johnson

William A. Johnson

enclosures

FILED
97 FEB 26 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A 3/4

**ARTICLES OF INCORPORATION
OF
SEEK CLOTHING, INC.**

FILED
97 FEB 26 AM 9:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these articles of incorporation adopt these articles to form a corporation under the Florida Business Corporation Act, F.S. Chapter 607, and other laws of the State of Florida.

**ARTICLE I
Name**

The name of the corporation is **Seek Clothing, Inc.**

**ARTICLE II
Principal Office**

The initial principal office and mailing address of this corporation are

1532 Masters Rd., NW
Palm Bay, Florida 32907

**ARTICLE III
Purpose**

The corporation may engage in any activity or business permitted under the laws of the United States and this state.

**ARTICLE IV
Terms of Existence**

The corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

**ARTICLE V
Capital Stock**

The capital stock of the corporation shall be 1000 shares of common stock having a par value of \$0.01 per share. Each share of common stock shall have one (1) vote.

ARTICLE VI

Registered Office and Agent

The name and address of the initial registered office of this corporation is:

William A. Johnson, P.A.
6767 N. Wickham Road, Suite 400F
Melbourne, Florida 32940

ARTICLE VII Board of Directors

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of two members. The names and addresses of the members of the first board of directors are:

Andrew S. Richardson	1532 Masters Rd., NW Palm Bay, Florida 32907
Christopher B. Levy	1634 Emmas Rd., NW Palm Bay, Florida 32907

ARTICLE VIII Officers

The name and address of the initial officers of the corporation, who will hold office until their successors are duly elected and qualified are:

Andrew S. Richardson	President	1532 Masters Rd., NW Palm Bay, Florida 32907
Christopher B. Levy	Secretary/Treasurer	1634 Emmas Rd., NW Palm Bay, Florida 32907

ARTICLE IX Subscribers

The names and addresses of the persons signing these articles of incorporation as a subscriber are:

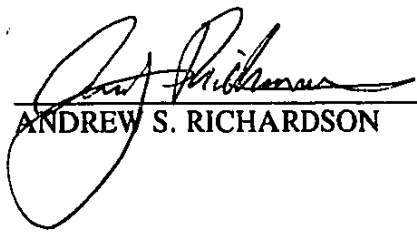
Andrew S. Richardson	1532 Masters Rd., NW Palm Bay, Florida 32907
Christopher B. Levy	1634 Emmas Rd., NW Palm Bay, Florida 32907

ARTICLE X
Amendment

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on FEBRUARY 21, 1997.

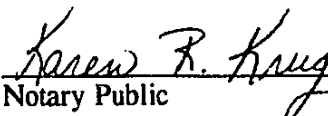
STATE OF FLORIDA
COUNTY OF BREVARD


ANDREW S. RICHARDSON

The foregoing articles of incorporation were acknowledged before me on FEBRUARY 21, 1997 by Andrew S. Richardson.



KAREN R KRUG
My Commission CC684900
Expires Dec. 04, 1998


Notary Public
My Commission Expires:
(Seal)

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on FEBRUARY 21, 1997.

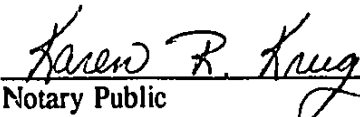
STATE OF FLORIDA
COUNTY OF BREVARD


CHRISTOPHER B. LEVY

The foregoing articles of incorporation were acknowledged before me on FEBRUARY 21, 1997 by Christopher B. Levy.



KAREN R KRUG
My Commission CC684900
Expires Dec. 04, 1998


Notary Public
My Commission Expires:
(Seal)

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

William A. Johnson
RESIDENT AGENT

STATE OF FLORIDA)
) ss
COUNTY OF BREVARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared WILLIAM A. JOHNSON, known to me personally and to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the above acceptance of designation as resident agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 21st day of FEBRUARY, 1997.

Karen R. Krug
SIGNATURE OF NOTARY PUBLIC



KAREN R KRUG
My Commission CC664980
Expires Dec. 04, 1998

KAREN R. KRUG
Typed Name of Notary
Address: 6767 N. WICKHAM RD #400
MELBOURNE FL 32940

My commission expires:

FILED
97 FEB 26 AM 9:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA