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Serving The Tampa Bay Area For Over 35 Years

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February 26, 1997

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

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-02/28/97--01029--001
*****70.00 *****70.00

Re: Eagle Athletic Wear, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of Eagle Athletic Wear, Inc., together with the certificate designating registered agent and street address for service of process within Florida. Also enclosed is our firm's check in the amount of \$70.00 to cover the following fees and tax:

1. \$35.00 - Filing of Articles of Incorporation
2. \$35.00 - Designation of Registered Agent

Please return the enclosed copy of the Articles of Incorporation to me in the envelope provided. Thank you in advance for your prompt attention to this matter.

Very truly yours,

DOM/ch
Enclosures

Cindy Hughes GAVE *Donald O. McFarland*
AUTHORIZATION BY PHONE TO *Donald O. McFarland, Esq.* *OA*
CORRECT *Principal Address*
DATE *3/5/97*
DOC. EXAM. *cg*

97 FEB 28 PM 3:10
RECEIVED
DIVISION OF CORPORATIONS
FLORIDA

cg 3/5/97

ARTICLES OF INCORPORATION
OF
EAGLE ATHLETIC WEAR, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 28 PM 3:10

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name and address of the corporation is EAGLE ATHLETIC WEAR, INC. 720 East Tarpon Avenue, Tarpon Springs, Florida 34689

ARTICLE II. NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1993) as presently enacted and as may be amended from time to time.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class, and shall have no par value.

ARTICLE IV. DURATION OF EXISTENCE AND EFFECTIVE DATE

This corporation is to have perpetual existence and shall become effective at 12:01 a.m., on the date its Charter is granted.

ARTICLE V. PRE-EMPTIVE STOCK RIGHTS

Every shareholder, upon the sale for cash of any new stock for authorized but unissued stock of this corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VI. ADDRESS

The street address of the initial registered office of the corporation in the State of Florida shall be:

311 South Missouri Avenue
Clearwater, FL 34616

and the name of its initial Registered Agent at such address is:

Donald O. McFarland, Esquire.

The corporation may have and establish offices, conduct business and promote its objectives within any part of the State of Florida, or in any state, District of Columbia, and Territories and colonies of the United States and in foreign countries, as the Directors may designate.

ARTICLE VII. DIRECTORS

The management and control of this corporation shall be vested in a Board of Directors of not less than one (1) Director. Attendance by a majority of the Directors at any meeting shall constitute a quorum. A majority of those Directors present at any meeting must vote in favor of any motion, resolution or action taken in order that same become effective and be the act and deed of the corporation. The Board of Directors shall be elected by the Shareholders of the corporation. The name and street address of the sole member of the Board of Directors, who subject to the provisions of the Certificate of Incorporation, By-Laws, and the laws of the State of Florida, shall hold office for the first year of existence of the corporation or until his successors are elected and have qualified as follows:

Imer Tzekas
115 Starcrest Drive
Clearwater, FL 34625

ARTICLE VIII. SUBSCRIBER

The name and street address of the sole incorporator of this corporation is as follows:

Imer Tzekas
115 Starcrest Drive
Clearwater, FL 34625

ARTICLE IX. INDEMNIFICATION

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

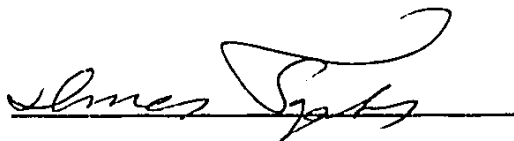
ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. SEAL

The seal of the corporation shall be a circular impression with the name EAGLE ATHLETIC WEAR, INC. around the border and "Florida Seal, 1997" in the center.

IN WITNESS WHEREOF, I, the undersigned, as the sole incorporator of the above-named corporation, do hereby subscribe and acknowledge the execution of the same on this 25th day of February, 1997.



STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared IMER TZEKAS, to me well known, or who produced _____ as identification, and known to me to be the person described in and who executed the foregoing Articles of Incorporation for EAGLE ATHLETIC WEAR, INC., and who has acknowledged to and before me that he/she executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal on this 25th day of February, 1997, in the aforesaid County and State.



CYNTHIA A. HUGHES
Notary Public, State of Florida
My Comm. Exp. Dec. 5, 1997
Comm. No. CC 933691

Cynthia A. Hughes
Notary Public

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles, I do hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Donald O. McFarland
DONALD O. McFARLAND
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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