



LAW OFFICES OF
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•PETER N. MEROS
•WALTER E. SMITH
BOARD CERTIFIED
CIVIL TRIAL LAWYERS

March 10, 1997

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

100002109141--7
-03/11/97-01013--008
*****122.50 *****122.50

Re: P.S. Apparel, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced matter. Please file the original and file stamp the copy and return to the undersigned. A check for \$122.50 is enclosed for costs of the same.

Please call me should you have any questions regarding the enclosure. Thank you for your attention to this matter.

Very truly yours,

Walter E. Smith

WES/dd

enclosures

FILED
97 MAR 10 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

P.S. Apparel, Inc.

FILED
97 MAR 10 PM 3:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation shall be **P.S. Apparel, Inc.**

ARTICLE TWO

The term of existence of this corporation shall be perpetual.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares that the corporation has authority to issue is SEVEN THOUSAND FIVE HUNDRED (7,500) all of which shall be common shares with par value of ONE DOLLAR (\$1.00) per share.

ARTICLE FIVE

Authorized capital stock may be paid for in cash, services or property, at a just and fair value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or to acquire any unissued or treasury shares.

ARTICLE SIX

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

Walter E. Smith
1301 Fourth Street North
St. Petersburg, FL 33731

ARTICLE SEVEN

The street address of the principal office of the corporation is:

14214 Lark Court
Clearwater, FL 34622

ARTICLE EIGHT

The name and address of the first Board of Directors are:

Patricia A. Pullan
14214 Lark Court
Clearwater, FL 34622

ARTICLE NINE

The name and address of the incorporator of this corporation is:

Patricia A. Pullan
14214 Lark Court
Clearwater, FL 34622

ARTICLE TEN

It is the intention of the incorporator of this corporation that the First Board of Directors adopt the Plan Under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss of stock of a "Small Business Corporation which qualifies under the Code.

ARTICLE ELEVEN

The corporation shall commence its existence upon receipt of these Articles of Incorporation by the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 4th day of MARCH, 1997.


Patricia A. Pullan

STATE OF FLORIDA)

COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared Patricia A. Pullan to me known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid this
17th day of March, 1997.



DIANE DEBETT
My Commission CC388280
Expires Mar. 06, 1998
Bonded by HAI
800-422-1888

Diane DeBett

NOTARY PUBLIC

My Commission Expires: March 6, 1998

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

P.S. APPAREL, INC.

2. The name and street address of the registered agent and office is:

Walter E. Smith
1301 - 4th Street, North
St. Petersburg, Florida 33701

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Walter E. Smith
Walter E. Smith

