

9970000025901

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 8062
 FAX (904) 222-1222

RE: O'Neill, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
3-20-97

FILED

97 MAR 24 PM 12:38

1997 MAR 24 PM 12:38

MAR 24 1997

MAR 24 1997

REQUEST TAKEN CONFIRMED APPROVED
 DATE 3-24-97
 TIME 9:00 CK No. _____
 BY DIC

WALK-IN
 Will Pick Up _____

C.C. FEE. DISBURSED

- ☒ Capital Express™
- ☒ Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- ☒ () Photo Copy(s)
- Art. of Amend. File
- Dissolution/Withdrawal
- C U S.
- Fieldless Name File
- 4000002121234--1
- Name Reservation -03/24/97--01013--013
- Annual Report/Reinstatement *****70.00 *****70.00
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, Copies
- Counter Service
- Shipping/Handling
- Phone ()
- Top Priority
- Express Mail Prop.
- FAX () pgs.

SUBTOTALS

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

DIVISION OF CORPORATION

97 MAR 24 AM 10:42

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
O'NEILL, INC.**

EFFECTIVE DATE
3-20-97

FILED
97 MAR 26 PM 12:38
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF FLORIDA

THE UNDERSIGNED, acting as the incorporators of a corporation, in accordance with the Florida General Corporation Act, Chapter 607, of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is O'Neill, Inc.

ARTICLE II - EFFECTIVE DATE AND DURATION

The duration of this corporation is perpetual commencing on the date of execution and acknowledgement of the articles.

ARTICLE III - PURPOSE

The purpose or purposes of this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of Common Stock at One Dollar (\$1.00) par value per share.

ARTICLE V - CAPITAL

The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 11382 Prosperity Farms Road, Suite 227, Palm Beach Gardens, Florida 33410 and the name of its initial registered agent at that address is Phillip H. Forbes, Esquire.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is one. The names and addresses of the person(s) who is to serve as directors until the first annual meeting of shareholders, or until their successor(s) are elected and qualified is:

<u>Name</u>	<u>Address</u>
Geraldine Y. Donnelly	1368 Arundel Way Bensalem, PA 19020

ARTICLE IX - INCORPORATOR

The names and addresses of the Incorporator is:

<u>Name</u>	<u>Address</u>
Geraldine Y. Donnelly	1368 Arundel Way Bensalem, PA 19020

ARTICLE X - COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his, her or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

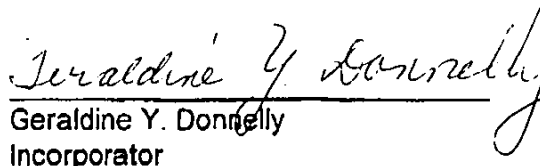
ARTICLE XI - BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

ARTICLE XII - PRINCIPAL OFFICE

The address of the Principal Office and Mailing Address is 1368 Arundel Way, Bensalem, PA 19020.

IN WITNESS THEREOF, the undersigned have executed these Articles of Incorporation, this 20th day of March, 1997.


Geraldine Y. Donnelly
Incorporator

STATE OF Penna)
COUNTY OF Phila)

The foregoing instrument was acknowledged before me this 20th day of March, 1997, by Geraldine Y. Donnelly who is personally known to me or who produced PA. Drivers License as identification and who did not take an oath.

Patricia Eschmann

Notary Public, State of _____

My commission expires _____

Notarial Seal
Patricia Eschmann, Notary Public
Bristol Boro, Bucks County
Commission Expires Oct. 16, 2000
Pennsylvania Association of Notaries

FILED
7 MAR 24 PM 12:38
CLERK
COURT

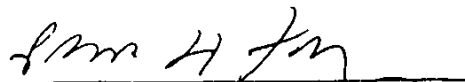
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with the Florida Statutes, the following is submitted:

O'Neill, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named Philip H. Forbes, Esquire, located at 11382 Prosperity Farms Road, Suite 227, Palm Beach Gardens, Florida 33410, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGEMENT AND ACCEPTANCE

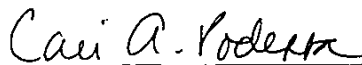
Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Philip H. Forbes, Esquire
Registered Agent

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 21st day of March, 1997, by Philip H. Forbes who is personally known to me or who produced N/A as identification and who did not take an oath.



Notary Public, State of Florida
My commission expires:

 CARI A. PODESTA
COMMISSION # CC 553769
EXPIRES JUN 23, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.