

Robert J. Morris, Jr.

ATTORNEY AT LAW  
CERTIFIED MEDIATOR  
35 West Lemon Street  
Tarpon Springs, Florida 34689

Tel: (813) 942-3631

Fax (813) 937-5453

P97000038461

April 24, 1997

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

RE: DZ Jumpwear, Inc.

Dear Sir/Madam:

Enclosed herewith are the Articles of Incorporation of the above referenced corporation. Also enclosed is a check in the amount of \$122.50 which represents your filing fee.

Please feel free to contact my office with any questions.

Very truly yours,

*Robert J. Morris, Jr.*  
Robert J. Morris, Jr.

RJM/ljr  
Enclosure

RECEIVED

800002157568--5

-04/29/97--01009--010

\*\*\*122.50 \*\*\*122.50

04/29/97 17

04/30/97

ARTICLES OF INCORPORATION  
OF  
DZ JUMPWEAR, INC.

FILED  
STATE  
CLERK  
97 JAN 22 PM 12:17

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby file for record the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

DZ JUMPWEAR, INC.

The principal place of business of this corporation shall be:

346 B Hiddenbrook Drive  
Palm Harbor, FL 34683

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

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

346 B Hiddenbrook Drive  
Palm Harbor, FL 34683

The initial registered agent of the corporation is Donald M. Pierpoint.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

#### ARTICLE VIII. DIRECTORS

The requirement for directors of the corporation shall be dispensed with and all powers and duties otherwise conferred upon corporate directors shall be performed and exercised by the president of the corporation.

#### ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

##### OFFICE HELD

President/Vice-President  
Secretary/Treasurer


##### OFFICER

Donald M. Pierpoint  
346 B Hiddenbrook Drive  
Palm Harbor, FL 34683

#### ARTICLE X. INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

Donald M. Pierpoint  
346 B Hiddenbrook Drive  
Palm Harbor, FL 34683

  
DONALD M. PIERPOINT

STATE OF FLORIDA  
COUNTY OF

FILED  
STATE  
97 APR 22 PM 17

The foregoing instrument was acknowledged before me this 21 day of April, 1997

  
NOTARY PUBLIC  
My Commission Expires:

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



ROBERT J. MORRIS, JR.  
My Commission CC663761  
Expires Jun. 19, 2000

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned 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:  
  
DZ JUMPWEAR, INC.
2. The name and address of the registered agent is:

Donald M. Pierpoint  
346 B Hiddenbrook Drive  
Palm Harbor, FL 34683

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE: 

DATE: 4-21-97