

ROGERS, POWELL, JONES & ...
 (Business Name)
 100002165421--4
 05/05/97--01031--003
 *****70.00 *****70.00

Tallahassee, FL 32301 222-7200
 (City, State, Zip) (Phone #)
 Call Pat if problems. @ 222-7200

OFFICE USE ONLY
 100002165421--4
 -05/05/97--01031--003
 *****70.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Classroom Clothiers, Inc.
 (Corporation Name) Document # 97 MAY -5 PH 3: 2
 2. _____
 (Corporation Name) Document # _____
 3. _____
 (Corporation Name) Document # _____
 4. _____
 (Corporation Name) Document # _____
- ☒ Walk in ☐ Pick up time 55-97
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certified Copy ☐ Certificate of Status

NEW FILINGS	AMENDMENTS
<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Resignation of R.A. Officer/Director
<input type="checkbox"/> Limited Liability	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Domestication	<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Other	<input type="checkbox"/> Merger

OTHER FILINGS	REGISTRATION/QUALIFICATION
<input type="checkbox"/> Annual Report	<input type="checkbox"/> Foreign
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Name Reservation	<input type="checkbox"/> Reinstatement
	<input type="checkbox"/> Trademark

* Please return a filed stamp
 97 MAY 5 11:17
 RECEIVED
 DEPARTMENT OF CORPORATION

ARTICLES OF INCORPORATION
OF
CLASSROOM CLOTHIERS, INC.

FILED
97 MAY -5 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is:

"CLASSROOM CLOTHIERS, INC."

SECOND: The general nature of the business or businesses to be transacted is the sale and distribution of school uniforms and to do all and everything necessary and proper for the accomplishment of the objects necessary or incidental to the benefit and protection of the corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida.

THIRD: The principal office of this corporation will be at 616 Thornwood Lane, Orange Park, Florida 32073, or at such other address as may be determined by the board of directors.

FOURTH: The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of the par value of one dollar (\$1.00) each.

FIFTH: The street address of the initial registered office of this corporation is 616 Thornwood Lane, Orange Park, Florida 32073, and the name of the initial registered agent of this corporation at that address is Kelly Leiden..

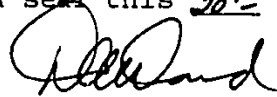
SIXTH: The names and addresses of the members of the first board of directors, who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified are:

<u>NAMES</u>	<u>ADDRESS</u>
Kelly Leiden	616 Thornwood Lane Orange Park, FL 32073
Betsy Corkran	3429 East Henderson Way Clarksville, TN 37042

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

<u>NAMES</u>	<u>ADDRESS</u>
Douglas A. Ward	1301 Riverplace Boulevard Suite 1500 Jacksonville, FL 32207

I, THE UNDERSIGNED, being the sole original incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 30th day of April, 1997.



Douglas A. Ward, Incorporator

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the below-named 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.

The name of the corporation is:

CLASSROOM CLOTHIERS, INC.

The name and address of the registered agent and office are:

Kelly Leiden
616 Thornwood Lane
Orange Park, Florida 32073

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.

SIGNATURE: _____

Kelly Leiden

DATE: _____

4/30/97

FILED
97 MAY -5 PM 3:12
STATE OF FLORIDA
TALLAHASSEE