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David E. Weisblatt

J. Bradford Coolidge  
1888-1965

Retired  
Hugh E. Wall, Jr.

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May 29, 1997

**VIA FEDERAL EXPRESS**

Florida Secretary of State  
Corporate Records Bureau  
409 E. Gaines Street  
Tallahassee, Florida 32314

300002196663--2  
-05/30/97--01112--012  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

RE: ALMI Corporation and Rosetree Clothiers Corporation

Dear Sir/Madam:

Enclosed please find Articles of Organization for ALMI Corporation and Rosetree Clothiers Corporation to be filed with your office. Two checks in the amount of \$122.50 each are enclosed for the filing of these documents along with duplicate copies to be time-stamped and returned in the Federal Express envelope provided.

Thank you for your immediate attention to this matter. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

*Rebecca A. Collier/llac*

Rebecca A. Collier  
Corporate Paralegal

Enclosures  
638001\100RACFL.LTR

cc: Sam Warwar, Esq.

FILED  
97 MAY 30 AM 9:49  
STATE  
TALLAHASSEE, FLORIDA

AL JUN - 2 1997

ARTICLES OF INCORPORATION  
OF  
ALMI CORPORATION

FILED  
97 MAY 30 AM 9:49  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

By these Articles of Incorporation the Incorporator forms a corporation for profit under Florida law.

FIRST: The name of the corporation is ALMI Corporation.

SECOND: This corporation shall exist perpetually.

THIRD: The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

FOURTH: The maximum number of shares of stock that this corporation is authorized to issue is five hundred (500) shares of common stock with no par value, and additional shares of stock may not be authorized unless approved by the affirmative vote or written consent of the holders of at least two-thirds (2/3) of the outstanding shares of common stock.

FIFTH: The holders of the outstanding shares of stock of the corporation shall have preemptive rights in, or preemptive rights to purchase or subscribe to, any shares of the corporation, or any bonds, debentures or other securities convertible into any shares of the corporation.

SIXTH: The principal office address and mailing address of the corporation and the street address of the initial registered office of this corporation is 1217 Dockside Place, #105, Sarasota, Florida 34242. The name of the initial registered agent of this corporation at that address is Sarasota Consulting Services, Inc.

SEVENTH: This corporation shall have one (1) director initially. The number shall be fixed by the by-laws and may be changed from time to time.

EIGHTH: The name and street address of the initial director is:

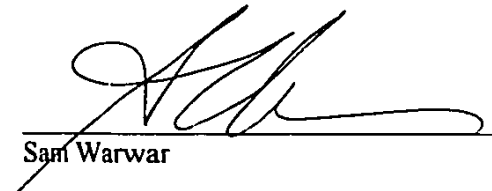
Arthur Rosenbaum	1217 Dockside Place, #105
	Sarasota, Florida 34242

The director shall hold office until the first annual meeting of shareholders.

NINTH: There may be no amendment, repeal or waiver of the application of any provision of these Articles of Incorporation, without the affirmative vote or written consent of the holders of at least two-thirds (2/3) of the outstanding shares of common stock.

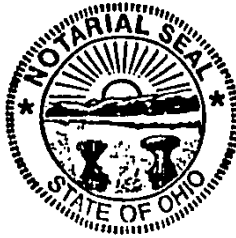
TENTH: The name and street address of the Incorporator is Sam Warwar, 33 West First Street, Suite 600, Dayton, Ohio 45402.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 29th day of May, 1997.

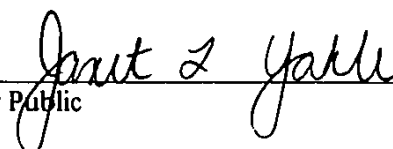
  
\_\_\_\_\_  
Sam Warwar

STATE OF OHIO, COUNTY OF MONTGOMERY, SS:

The foregoing instrument was acknowledged before me on the 29th day of May, 1997, by Sam Warwar.



JANET L. YAHLE, Notary Public  
in and for the State of Ohio  
My Commission Expires October 31, 1998

  
\_\_\_\_\_  
Notary Public

CONSENT OF REGISTERED AGENT

Having been named registered agent for this corporation at the registered office designated in the Articles of Incorporation, the undersigned accepts the designation.

SARASOTA CONSULTING SERVICES, INC.

By: 

\_\_\_\_\_  
Sam Warwar

Assistant Secretary

638001\100RAC1.ART  
5-29-97-3

FILED  
97 MAY 30 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA