

P97000048555

Requestor's Name

Rebecca Collier

513 223-8177

COOLIDGE HALL WOLFEY LOMBARD

33 W 1ST ST STE 600

DAYTON

OH

45402

Office Use Only

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

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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****122.50 ****122.50

FILED
97 MAY 30 AM 9:49
TALLAHASSEE FLORIDA
JUN - 2 1997

ARTICLES OF INCORPORATION
OF
ROSETREE CLOTHIERS CORPORATION

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

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

FIRST: The name of the corporation is Rosetree Clothiers 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.

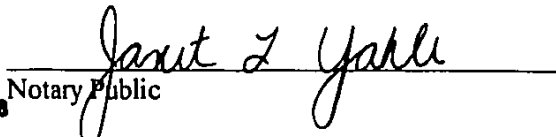

Sam Warwar

STATE OF OHIO, COUNTY OF MONTGOMERY, SS:

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



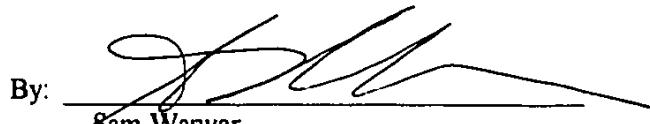
JANET L. YAHLE, Notary Public
In and for the State of Ohio
My Commission Expires October 31, 1998


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\100RAC2.ART
5-29-97-3

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