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MILLIGAN & SIGNORELLA, P.A.

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1500 Colonial Boulevard

Fort Myers, Florida 33907

June 20, 1997

Attorney's Title
660 E. Jefferson Street Suite 200
Tallahassee, FL 32301

*Return to
Bill ASAP*

RE: FREEBIRD FASHIONS

000002220840--3

-06/24/97--01003--018

***122.50 ***122.50

Dear Sir/Madam:

Please bring this to the Secretary of State for incorporation and when you have the papers back, please fax them to us immediately the same day at (941) 275-6626 and return them by your courier service A.S.A.P.

Very truly yours,



John P. Milligan, Jr., Esq.

JPM/fks

Enclosures

FILED
97 JUN 25 AM 11:13
U.S. DISTRICT COURT
FORT MYERS, FLORIDA

97 JUN 24 AM 8:18
U.S. DISTRICT COURT
FORT MYERS, FLORIDA

W97-14651
K.F. JUN 24 1997

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Fort Myers, Florida 33907

June 20, 1997

Secretary of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

RE: INCORPORATION OF FREEBIRD FASHION

Gentlemen:

Enclosed please find a check in the amount of \$122.50 to cover the cost of filing and certifying the enclosed Articles of Incorporation in regards to FREEBIRD FASHION.

Should you have any questions, please feel free to contact the undersigned.

Very truly yours,



John P. Milligan, Jr., Esq.

JPM/fks

Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 24, 1997

ATTORNEYS' TITLE INSURANCE FUND, INC.
660 E JEFFERSON
SUITE 200
TALLAHASSEE, FL 32301

SUBJECT: FREEBIRD FASHIONS
Ref. Number: W97000014651

We have received your document for FREEBIRD FASHIONS and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 097A00033385

RECEIVED
97 JUN 25 AM 9 57

ARTICLES OF INCORPORATION

OF

FREEBIRD FASHION CORPORATION

FILED
97 JUN 25 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

FREEBIRD FASHION CORPORATION

The address of the principal office of this corporation shall be **2301 Del Prado Boulevard, Cape Coral, Florida 33990** and the mailing address of the corporation shall be **1500 Colonial Boulevard, Suite 103, Fort Myers, Florida 33907**.

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 at any one time is **1,000** 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 **1500 Colonial Boulevard, Suite 103, Fort Myers, Florida 33907**, and the name of the initial registered agent of the corporation is **John P. Milligan, Jr.**

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII - DIRECTORS


All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have **one (1)** Director, initially. The number of Directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of Directors be less than one nor more than five. The name and street address of the initial member of the Board of Directors is:

John W. Stauffer
4186 Harbour Lane
North Fort Myers, Florida 33903

ARTICLE VIII - INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation is:

John P. Milligan, Jr.
1500 Colonial Boulevard, Suite 103
Fort Myers, Florida 33907


JOHN P. MILLIGAN, JR.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

John P. Milligan, Jr., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



JOHN P. MILLIGAN, JR.

FILED
97 JUN 25 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA