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Transmittal Letter

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

000002284380--9 -09/04/97--01024--004 *****70.00 ******70.00

SUBJECT:

Sun of a Beach Sportswear, Inc.

Enclosed is an original and one(1) copy of the articles of incorporation and our check for \$70.00

FROM:

William R. Higgins 3124 Thomas Rd. Clearwater, FL 33759 97 SEP -4 PH 1: 1
SECRETARY OF STATE
TALL AND SCREEN FROM

Note: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

Sun of a Beach Sportswear, Inc.

97 SEP -4 PH 1: 1 SECRETARY OF STATE TALLAHASSEE, FLORID

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3124 Thomas Rd. Clearwater, FL. 33759

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

William R. Higgins 3124 Thomas Rd. Clearwater, FL 33759

ARTICLE V: INCORPORATOR(S)

The name(s) and address(es) of the incorporator(s) to these Articles of Incorporation is (are):

William R. Higgins 3124 Thomas Rd. Clearwater, FL 33759

Lauren D. Higgins 3124 Thomas Rd. Clearwater, FL 33759

Robert J. Nickerauer, Jr. 744 86th Ave. N St.Petersburg, FL 33702

Rebecca J. Nickerauer 744 86th Ave. N St.Petersburg, FL 33702

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 28th day of August, 1997

Retiecca J. Micharacur, Vice President

William J. Higgins Secretary

Robert J. Nickerauer, Treasurer

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Sun of a Beach Sportswear, Inc.

2. The name and address of the registered agent and office is:

William R. Higgins 3124 Thomas Rd. Clearwater, FL 33759 97 SEP -4 PN 1: 1
SECRETARY OF STATE
TALLAMASSEE FLORID

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 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)

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