

P97000082709

TRANSMITTAL LETTER

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

200002247952--9
-07/25/97--01081--003
****122.50 ****122.50

SUBJECT: BILLY SPOT INC.

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$122.50 for the filing fee, and certified copy.

FROM: Kevin Stancil
3824 -5th Avenue W.
Palmetto, FL 34221

FILED
97 SEP 24 PM 12:49
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

9/24/97 T.M.
(OK)

T.M. - 9/29/97

W97000017379

00789, 02551, 00505
02550



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 29, 1997

KEVIN STANCIL
3824-5TH AVENUE WEST
PALMETTO, FL 34221

SUBJECT: BILLY SPOT
Ref. Number: W97000017379

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

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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 the original and one copy of 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 (850) 487-6926.

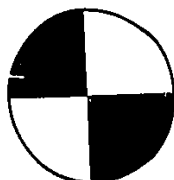
Tracy Meyer
Document Specialist

Letter Number: 497A00038086

BILLY SPOT

Kevin Stancil
Director of Operations

Corporate Center
3824 5th Ave. W.
Palmetto, FL 34221
Ph: 941 723-1872
Fax: 941 751-3809



ALDON
INDUSTRIES
a Moore Company

CORPORATE CENTRE
1900 47th Terrace East
Bradenton, Florida 34203
Telephone 941.747.1900
Fax 941.749.5000

Kevin Stancil
Sales Engineer



ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: BILLY SPOT INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business address of the corporation shall be:
3824 - 5TH AVENUE W., PALMETTO, FLORIDA 34221

and the mailing address of the corporation shall be:
3824 - 5TH AVENUE W. PALMETTO, FLORIDA 34221

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock, par value \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:
KEVIN STANCIL
3824 - 5TH AVENUE W.
PALMETTO, FLORIDA 34221

ARTICLE V - PURPOSE

The purpose of this corporation is : to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act, more specifically to design, then sell both retail and wholesale clothing.

DIVISION OF
CORPORATIONS
TALLAHASSEE, FLORIDA

97 SEP 24 PM 12:50

FILED

**ARTICLE VI - INCORPORATOR AND
INITIAL DIRECTOR**

The name and street address of the incorporator and initial director to these Articles of
Incorporation is: KEVIN STANCIL
3824 - 5TH AVENUE W.
PALMETTO, FLORIDA 34221

The undersigned incorporator has executed these Articles of Incorporation this 9th day of
July, 1997.



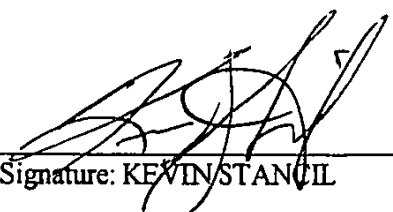
Signature: KEVIN STANCIL

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BILLY SPOT INC.
2. The name and address of the registered agent and office is:
KEVIN STANCIL
3824 - 5TH AVENUE W.
PALMETTO, FL 34221

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 this obligations of my position as registered agent.


Signature: KEVIN STANCIL

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

97 SEP 24 PM 12:50

FILED

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314