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FILED

Renée Messina-Hazien, C.L.A.
Paralegal

97 OCT 20 PM 3:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 13, 1997

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

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*****70.00 *****70.00

Re: HATS OFF TO YOU, INC.

Dear Sir/Madam:

Enclosed please find the original executed Articles of Incorporation and two copies for the above referenced corporation along with the Certificate Designating Place of Business or Domicile for the Service of Process. I have also enclosed a check in the amount of \$70.00 representing the filing fee for same.

Please file and return to me a stamped copy of the Articles of Incorporation in the enclosed return envelope along with the Certificate of Incorporation.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Renée Hazien, C.L.A.
RENEE HAZIEN, C.L.A.
Certified Paralegal

P. Hall

OCT 21 1997

ARTICLES OF INCORPORATION
OF
HATS OFF TO YOU, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation for profit, pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is HATS OFF TO YOU, INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence commencing on the date of the filing of the Articles of Incorporation by the Department of State.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of no par value common stock, which shall be designated "Common Shares."

**ARTICLE V
VOTING RIGHTS**

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 1300 N. University Drive, Coral Springs, FL 33071 and the name of the initial registered agent of this corporation at that address is RALPH S. LANKFORD.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one (1). The names and addresses of the initial directors of this corporation are:

RALPH S. LANKFORD	1300 N. University Drive Coral Springs, FL 33071
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JEFFERY J. DIXON	1300 N. University Drive Coral Springs, FL 33071
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**ARTICLE VIII
FIRST OFFICER**

The names of the first officers of the corporation, who shall hold office for the first year of

existence of the corporation or until his successor is elected and qualified is as follows:

RALPH S. LANKFORD 1300 N. University Drive
Coral Springs, FL 33071

JEFFERY J. DIXON 1300 N. University Drive
Coral Springs, FL 33071

ARTICLE IX INCORPORATOR

The names and addresses of the incorporators are:

RALPH S. LANKFORD 1300 N. University Drive
Coral Springs, FL 33071

JEFFERY J. DIXON 1300 N. University Drive
Coral Springs, FL 33071

ARTICLE X BY-LAWS

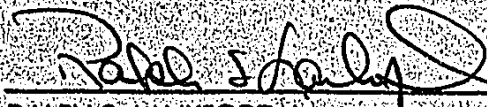
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Stockholders.

ARTICLE XI AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved the Board of Directors, proposed by them to the Stockholders and approved at a meeting of the Stockholders by two-thirds of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of

Incorporation on this 13th day of October, 1997.


RALPH S. LANKFORD, Incorporator


JEFFERY J. DIXON, Incorporator

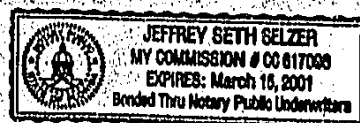
STATE OF FLORIDA }
COUNTY OF BROWARD }

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared RALPH S. LANKFORD and JEFFERY J. DIXON known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and who have produced driver's licenses as identification and who did take an oath and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 13th day of October, 1997.

Notary Public:


JEFFREY SETH SELZER
State of Florida at Large
My Commission Expires: (Seal)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENTS UPON WHOM PROCESS MAY BE SERVED

FILED

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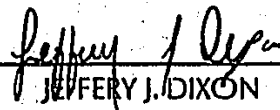
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST- that HATS OFF TO YOU, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1300 N. University Drive, Coral Springs, FL 33071 has named RALPH S. LANKFORD located at 1300 N. University Drive, Coral Springs, FL 33071, as its agent to accept service of process within the State of Florida.

SIGNATURE: _____

TITLE: Incorporator


JEFFERY J. DIXON

SIGNATURE: _____

TITLE: Incorporator


RALPH S. LANKFORD

DATE: October 13th, 1997

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: _____

TITLE: REGISTERED AGENT


RALPH S. LANKFORD

DATE: October 13th, 1997