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LAW OFFICES  
DAVES, WHALEN, MCRAE & CONSIDINE  
301 CLEMATIS STREET  
SUITE 200  
WEST PALM BEACH, FLORIDA 33401

JOEL T. DAVES  
TIMOTHY L. WHALEN  
MICHAEL J. MCRAE  
JOSEPH M. CONSIDINE  
MANUEL J. DOMINGUEZ

OF COUNSEL  
JAMES S. ROBINSON

\* BOARD CERTIFIED ADMIRALTY & MARITIME LAW

October 16, 1997

91012  
TALLAHASSEE  
SECRET  
TELECOPIER  
FAX  
MAIL  
dwmc@FaxPay.com

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

RE: GLENNEY, INC.

Dear Sirs:

Please find enclosed for filing the original and one copy of the Articles of Incorporation of Glenney, Inc. Also enclosed is a check in the amount of \$122.50 for the filing fees.

If you should have any questions in regard to the above matter, please do not hesitate to contact this office at (407) 655-1200. Thank you.

Sincerely,

Shirley Pucillo

Secretary to Timothy L. Whalen  
Enclosures

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-10/20/97-01045--017  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

RECEIVED  
OCT 22 1997

ARTICLES OF INCORPORATION  
OF  
GLENNEY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

GLENNEY, INC.

The principal place of business of this corporation shall be 301 Clematis Street, Suite 200, West Palm Beach, Florida 33401, or such other addresses as shall be designated from time to time.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in 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 3,500 shares of common stock having one dollar (\$1.00) par value per share.

97 OCT 20 AND 18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

#### **ARTICLE IV - ADDRESS**

The street address of the initial registered office of the corporation shall be 301 Clematis Street, Suite 200, West Palm Beach, FL 33401 and the name of the initial registered agent of the corporation at that address is Timothy L. Whalen.

#### **ARTICLE V - TERM OF EXISTENCE**

The corporation shall exist in perpetuity.

#### **ARTICLE VI - DIRECTORS**

This corporation shall have one director initially. The maximum number of directors of the corporation is seven (7). The names and addresses of the initial Board of Directors are:

Daryl Glenney  
P.O. Box 2626  
West Palm Beach, FL 334002

#### **ARTICLE VII - OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

Daryl Glenney  
President/Secretary/Treasurer  
P.O. Box 2626  
West Palm Beach, FL 334002

#### **ARTICLE VIII - INCORPORATOR**

The name and street address of the incorporator to

these Articles of Incorporation is:

Timothy L. Whalen  
301 Clematis Street  
Suite 200  
West Palm Beach, FL 33401

**ARTICLE IX - AMENDMENT**

These Articles of Incorporation may be amended by a majority in interest of the shareholders of the corporation at a meeting duly called for such purpose.

*25th Cotton Fiber USA*

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of October, 1997.

*Timothy L. Whalen, Subscriber*

STATE OF FLORIDA )  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 15th day of October, 1997 by Timothy L. Whalen, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

*Shirley M. Pucillo*  
Notary Public,  
State of Florida at Large

My Commission expires:

My Commission Number:



SHIRLEY M PUCILLO  
My Commission CC546650  
Expires Apr. 09, 2000

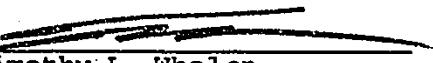
**CERTIFICATE DESIGNATING REGISTERED  
OFFICE FOR THE SERVICE OF PROCESS  
WITHIN THE STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That GLENNEY, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of West Palm Beach, Florida, hereby appoints Timothy L. Whalen, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By: 

Timothy L. Whalen  
Registered Agent

Dated: October 12, 1998

97 OCT 20 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED