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WOLF & SHORT

PROFESSIONAL ASSOCIATION

CENTURY CITY EXECUTIVE COMPLEX

3733 UNIVERSITY BOULEVARD, WEST, SUITE 203

JACKSONVILLE, FLORIDA 32217

FREDERICK R. SHORT, JR.  
WAYNE A. WOLF

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TAXATION  
WILLS, ESTATES & ESTATE PLANNING  
CORPORATION & BUSINESS LAW

November 4, 1997

Return to  
Barbara Keys  
Leon Branch  
Attorney's Title Fund, Inc.  
660 E. Jefferson Street, Suite 200  
Tallahassee, FL 32301

Re: The Accessory Shop, Inc.

800002339188--3  
-11/05/97--01087--004  
\*\*\*122.50 \*\*\*122.50

Dear Barbara:

Enclosed for filing with the Secretary of State are duplicate original Articles of Incorporation of The Accessory Shop, Inc.

Also enclosed is our firm check in the amount of \$122.50 to cover the following:

Filing fee Articles of Incorporation	\$35.00
Filing fee Designation of Registered Agent	35.00
Certified Copy	<u>52.50</u>
	\$122.50

When these Articles have been filed, please return a certified copy to the undersigned.

Thanking you, I am

Very sincerely yours,

WOLF & SHORT, P.A.

By F. R. Short, Jr.  
Frederick R. Short, Jr.

Enclosures

K. R. R. NOV 5 1997

ARTICLES OF INCORPORATION  
OF  
THE ACCESSORY SHOP, INC.

FILED  
97 JUN -5 PM 3:22  
STATE OF FLORIDA  
TALLAHASSEE

ARTICLE I  
Name

The name of this Corporation is THE ACCESSORY SHOP, INC.

ARTICLE II  
Principal Office

The principal office of this corporation shall be Potter's House Multiplex, 5732 Normandy Boulevard, Unit #4, Jacksonville, Florida 32205.

ARTICLE III  
Duration

This corporation shall have perpetual existence.

ARTICLE IV  
Purposes and Powers

The nature and purposes of the business to be carried on by THE ACCESSORY SHOP INC., are to engage in the [design, development, manufacturing, marketing and retail sale of men's wear furnishings and accessories and in any activity or business permitted under the laws of the United States and of the State of Florida.

The corporation shall have all powers of a general corporation for profit under Chapter 607, Florida Statutes, or any amendment thereto.

ARTICLE V  
Capital Stock

The maximum number of shares of capital stock which this corporation is authorized to issue or to have outstanding at any one time is 1,000 shares of common capital stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI  
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 5732 Normandy Boulevard, Unit #4, Jacksonville, Florida 32205, and the name of the initial registered agent of this corporation at this address is James L. Tatum..

## ARTICLE VII

### Exercise of Corporate Power

All corporate powers, including setting officers' salaries, shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by the Board of Directors as provided in the By-Laws. The initial Board of Directors shall consist of two (2) Directors and the initial Directors will be:

James L. Tatum  
Bernice Tatum

## ARTICLE VIII

### Incorporator

The name and address of the individual signing these Articles is:

James L. Tatum ... 6835 Seneca Avenue  
Jacksonville, FL 32210

## ARTICLE IX

### By-Laws

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

## ARTICLE X

### Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the extent permitted by law.

ARTICLE XI  
Amendment

These Articles of Incorporation may be amended in the manner provided by law, and any right conferred upon the shareholders is subject to this reservation.

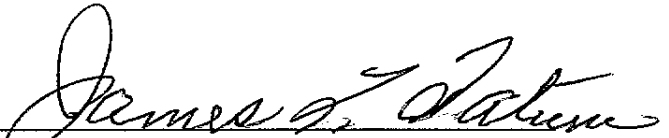
ARTICLE XII  
Restriction on Transfer of Shares

No shareholder shall transfer or encumber his shares during his lifetime to any person not a shareholder in the corporation unless the transferring shareholder first obtains in writing the unanimous consent of the remaining shareholders.

ARTICLE XIII  
Effective Date

These Articles of Incorporation shall become effective on the date they are accepted and filed by the Secretary of State.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 20 day of October, 1997.

  
\_\_\_\_\_  
JAMES L. TATUM  
Incorporator

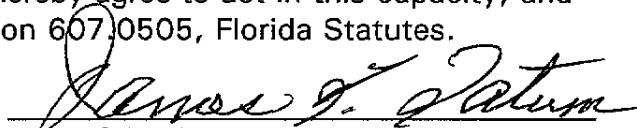
**DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE**  
**OCTOBER 20, 1997**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:       —                               —

THE ACCESSORY SHOP INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Jacksonville, County of Duval, State of Florida, has named James L. Tatum, located at 5732 Normandy Boulevard, Unit #4, Jacksonville, County of Duval, State of Florida 32205, as its Agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at the place designated above, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 607.0505, Florida Statutes.

  
JAMES L. TATUM

FILED  
97 NOV -5 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA