

P98000009974

LEE BENTON SAYLER, P.A.

ATTORNEY AT LAW

1001 N. U.S. HIGHWAY ONE, SUITE 702

JUPITER, FLORIDA 33477

(561) 746-7304

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 29 AM 9:05

VIA FEDERAL EXPRESS

AIRBILL NO: 802835029684

January 28, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, FL 32399

500002415865--6

-01/29/98--01049--015

****122.50 ****122.50

Re: ARTICLES OF INCORPORATION
KELSEY GENE OUTERWEAR, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for Kelsey Gene Outerwear, Inc., along with a check in the amount of \$122.50 for filing.

Please return a stamped, filed copy of the Articles with the Certificate of Incorporation and a Certificate of Status in the enclosed return Federal Express envelope.

Thank you for your assistance in this matter.

Sincerely,



LEE B. SAYLER

LBS:ke
Enclosure
cc: Mr. Gene Kopf

D. BROWN FEB - 2 1998

ARTICLES OF INCORPORATION
OF
KELSEY GENE OUTERWEAR, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 29 AM 9:05

ARTICLE ONE

The name of the corporation shall be KELSEY GENE
OUTERWEAR, INC.

ARTICLE TWO

The duration of the corporation is perpetual. The date
and time of the commencement of corporate existence shall be
immediately upon the filing of the Articles of Incorporation with
the Secretary of State, Division of Corporations.

ARTICLE THREE

The general purpose for which the corporation is
organized is to transact any lawful business for which
corporations may be incorporated under the Florida General
Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation is
authorized to issue is one thousand (1,000). Such shares shall be
of a single class, voting common, and shall have a par value of
Five Dollars (\$5.00) per share.

ARTICLE FIVE

The street address of the initial principal and
registered office of the corporation is 97 Lighthouse Drive,
Jupiter, FL 33469. The name of the initial registered agent at
such address is RALPH EUGENE KOPF.

ARTICLE SIX

The number of directors constituting the initial board

of directors of the corporation is 3. The number of directors may change in accordance with the Bylaws. The names and addresses of the directors are:

RALPH EUGENE KOPF
97 Lighthouse Dr.
Jupiter, FL 33469

ARTICLE SEVEN

The name and address of the incorporator is:

RALPH EUGENE KOPF
97 Lighthouse Road
Jupiter, FL 33469

ARTICLE EIGHT

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings or any settlement of any proceeding to which he may be a party or any which he may become involved by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE NINE

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(a) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(b) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for the purchase from the corporation any shares of its stock of any class or classes.

Executed by the undersigned at Jupiter, Florida, on the 28 day of January, 1998.


RALPH EUGENE KOPF

STATE OF FLORIDA
COUNTY OF PALM BEACH

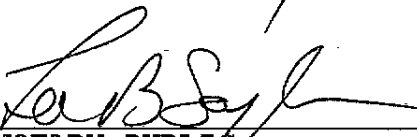
I HEREBY CERTIFY that on this day before me, an officer duly

qualified to take acknowledgments, personally appeared, **RALPH EUGENE KOPF** to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me, that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 28 day of January, 1998.



Lee B. Saylor
MY COMMISSION # CC677008 EXPIRES
November 7, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

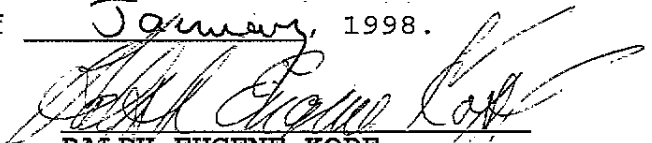

NOTARY PUBLIC

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the foregoing designation as Registered Agent and further state that I am familiar with and accept the obligations provided for in Chapter 607 of the Florida Statutes.

Executed this 28 day of January, 1998.


RALPH EUGENE KOPF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 29 AM 9:05