

LAW OFFICES
BARRETT, CHAPMAN & RUTA
PROFESSIONAL ASSOCIATION

RICHARD LEE BARRETT
Victor L. Chapman*
R. Steven Ruta

*Also Admitted in Georgia

255 SOUTH ORANGE AVENUE
SUITE 750
ORLANDO, FLORIDA 32801

POST OFFICE BOX 533983
Orlando, Florida 32853-3983

TELEPHONE (407) 839-6227
TELECOPIER (407) 648-1190

March 10, 1998

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

RE: Holmes Gutwrench Apparel, Inc.

Dear Sir/Madam:

Enclosed please find an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

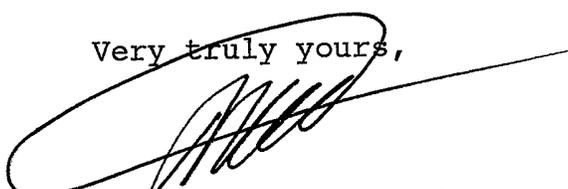
Filing Fee:	\$35.00
Certified Copy:	52.50
Registered Agent Fee:	35.00

Total: \$122.50

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-03/16/98--01113--018
****122.50 ****122.50

Please return a certified copy of the Articles of Incorporation to the undersigned. Your prompt attention to this matter would be appreciated.

Very truly yours,



RICHARD LEE BARRETT

RLB/lj
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 16 PM 1:02

FILED

AN 3-18-98

ARTICLES OF INCORPORATION
OF
HOLMES GUTWRENCH APPAREL, INC.

FILED
98 MAR 16 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation is **Holmes Gutwrench Apparel, Inc.**

ARTICLE II

PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of the corporation is 227 North Magnolia Avenue, Suite 204, Orlando, Florida 32801.

ARTICLE III

SHARES

The number of shares the corporation is authorized to issue is 10,000 shares par value 10 cents.

ARTICLE IV

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasurer of this corporation, in the ratio that the number of shares that he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, in inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and street of the initial Registered Agent and office of this corporation is Dustin Causey, 227 North Magnolia Avenue, Suite 204, Orlando, Florida 32801.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

Joseph A. Angelo, III	227 N. Magnolia Avenue, #204 Orlando, FL 32801
Dustin Causey	227 N. Magnolia Avenue, #204 Orlando, FL 32801
Israel Bencivenga	227 N. Magnolia Avenue, #204 Orlando, FL 32801

ARTICLE VII

INCORPORATOR

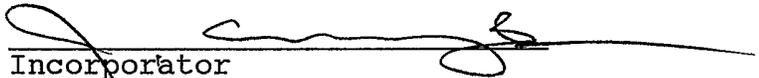
The name and address of the incorporator is Joseph A. Angelo, III, 227 North Magnolia Avenue, Suite 204, Orlando, Florida 32801.

ARTICLE VIII

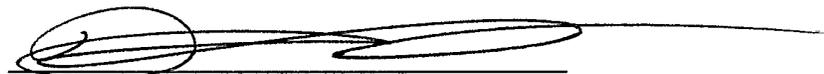
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

IN WITNESS WHEREOF, by the undersigned Incorporator has executed these Articles of Incorporation this 11 day of March, 1998.


Incorporator

Having been named as Registered Agent for the above-stated corporation, 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 and I accept the duties and obligations of §607.0505, Florida Statutes.


Registered Agent

FILED
98 MAR 16 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA