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Fabian Bagdes
Mary-Ellen Bagdes

904/258-7171
or 258-7441

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March 10, 1998

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SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Daytona Wholesale Outlet, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$122.50 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,



Fabian Bagdes

Enclosures

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ARTICLES OF INCORPORATION
OF
DAYTONA WHOLESALE OUTLET, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is DAYTONA WHOLESALE OUTLET, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is organized is to sale clothing apparel for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX
PRINCIPAL OFFICE

The address of the principal office of the corporation is: Daytona Flea Market, Aisle G-1, Spot 21 and 22, Tomoka Farms Road, Daytona Beach, Florida. The mailing address of the corporation is 128 Bobwhite Court, Daytona Beach, Florida 32119.

ARTICLE SEVEN
REGISTERED OFFICE

The street address of the registered office of the corporation is 128 Bobwhite Court, Daytona Beach, Florida 32119, and the name of the initial registered agent at such address is William Sanders.

ARTICLE EIGHT
DIRECTORS

The board of directors shall consist of the following members:

William Sanders	128 Bobwhite Court Daytona Beach, FL 32119
Carol Sanders	128 Bobwhite Court Daytona Beach, FL 32119

ARTICLE NINE
INCORPORATORS

The name and address of the sole incorporator is: William Sanders, 128 Bobwhite Court, Daytona Beach, Florida 32119.

ARTICLE TEN
OFFICERS

The officers of the corporation shall be:

William Sanders President	128 Bobwhite Court Daytona Beach, FL 32119
Carol Sanders Secretary/Treasurer	128 Bobwhite Court Daytona Beach, FL 32119

ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

ARTICLE TWELVE
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, I have signed my name this 30 day of March, 1998.


William Sanders

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 30th day of March, 1998, before me, the undersigned authority, appeared WILLIAMS SANDERS, who is personally known to me

or who has produced E.D.L. as identification,
and whose name is subscribed to the within instrument and having
been duly sworn he acknowledged that he executed the same for the
purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.

Fabian Bagdes
Notary Signature



Fabian Bagdes
MY COMMISSION # CC687946 EXPIRES
February 13, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

NOTICE OF REGISTERED AGENT

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

The following is submitted in compliance with Chapter 48.091,
Florida Statutes.

DAYTONA WHOLESALE OUTLET, INC., a corporation organizing under
the laws of the State of Florida, with its principal office at
Daytona Flea Market, Aisle G-1, Spot 21 and 22, Tomoka Farms Road,
in the City of Daytona Beach, County of Volusia, in the State of
Florida, has named William Sanders, who is located at 128 Bobwhite
Court, Daytona Beach, Florida, as its registered agent to accept
service of process within the State.

DIRECTOR:

William Sanders

Carol Sanders

ADDRESS:

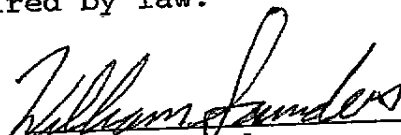
128 Bobwhite Court
Daytona Beach, FL 32119

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ACCEPTANCE:

I agree as resident agent to accept service of process; to
keep office open during prescribed hours; to post my name (and the
names of any other officers of said corporation authorized to
accept service of process at the above Florida designated address)
in some conspicuous place as required by law.


William Sanders