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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 813670 7104655

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 11, 1998

ORDER TIME : 9:40 AM

ORDER NO. : 813670-005

CUSTOMER NO: 7104655

CUSTOMER: Ms. Brenda Delliveniri
YOUR LOGO/SCREEN PRINTING

Suite 609
9270 Bay Plaza Blvd.
Tampa, FL 33619

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-05/11/98--01023--014
*****70.00 *****70.00

DOMESTIC FILING

NAME: ONE TON WEAR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith
EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 11 AM 11:44

RECEIVED
98 MAY 11 PM 10:36
DIVISION OF INCORPORATION
[Signature]

ARTICLES OF INCORPORATION
OF
ONE TON WEAR, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 11 AM 11:44

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

ARTICLE I - Name

The name of the Corporation is:

ONE TON WEAR, INC.

ARTICLE II - Duration

The term of existence of the Corporation is perpetual.

ARTICLE III - Purpose

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

ARTICLE IV - Capital Stock

The capital stock of this Corporation shall be 7,500 shares of common stock having a par value of \$1.00 per share.

All of said stock shall be payable in cash, or property, other than stock or securities, in lieu of cash, at a just valuation to be determined by the Board of Directors of the Corporation.

ARTICLE V - Registered Office

The street address of the initial registered office of the Corporation is 10047 U. S. Highway 19 North, Port Richey, Florida 34668, and the name of the initial registered agent at such address is Brenda DelliVeniri. The principal office is located at 10047 U. S. Highway 19 North, Port Richey, Florida 34668.

ARTICLE VI - Incorporator

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Brenda DelliVeniri	10047 U. S. Highway 19 North Port Richey, Florida 34668

ARTICLE VII - Directors

The business of the Corporation shall be managed by its Board of Directors. The number of directors shall be as provided in the Bylaws of the Corporation but shall never be less than one (1). Except as limited by these Articles of Incorporation or the Bylaws of the Corporation, the directors shall have all powers granted to them by the Florida General Corporation Act now in effect, or as it is thereafter amended.

ARTICLE VIII - Initial Board of Directors

The initial board of Directors of the Corporation shall consist of not less than one (1) director.

The names and addresses of the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Ed Brashares	10047 U. S. Highway 19 North Port Richey, Florida 34668
Mike Bell	10047 U. S. Highway 19 North Port Richey, Florida 34668

ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws of the Corporation shall be vested in the Board of Directors and the shareholders. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group except that any Bylaws adopted by the shareholders may provide that it can only be altered, amended or repealed by the shareholders.

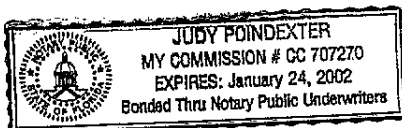
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 8th day of May, 1998.

Brenda DelliVeniri (SEAL)
Brenda DelliVeniri

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8th day of May, 1998, by Brenda DelliVeniri, who produced as identification Florida Driver's License D415-075-57-689-0 and who did take an oath.



Judy Poindexter
Notary Public

CERTIFICATE OF DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT (RESIDENT AGENT)

ONE TON WEAR, INC., desiring to organize under the Florida General Corporation Act, with its registered office, as indicated in the Articles of Incorporation at City of Port Richey, County of Pasco, State of Florida, has named Brenda DelliVeniri, located at 10047 U. S. Highway 19 North, City of Port Richey, County of Pasco, State of Florida, as its registered agent (resident agent) within the state.

Having been named registered agent (resident agent) for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative thereto.



Brenda DelliVeniri
REGISTERED AGENT

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