

P98000043538

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Royce's Incorporated

200002507302--2  
-05/01/98-01023-012  
\*\*\*\*131.25 \*\*\*\*131.25

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Additionally, please find enclosed a check in the amount of 131.25

Claudianell Cooper  
6110 Powers Avenue Suite 12  
Jacksonville, Florida 32245

Telephone Numbers: (904) 731-2462  
(904) 645-5286

Attention - Claudia Cooper  
Royce's

MAIL P.O. Box 16903  
TO JAX, FL. 32245

FILED  
98 MAY 14 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~TA 113~~  
for office file

9/5-14-98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 4, 1998

CLAUDIANELL COOPER  
P.O. BOX 16903  
JACKSONVILLE, FL 32245

SUBJECT: ROYCE'S INCORPORATED  
Ref. Number: W98000009921

We have received your document for ROYCE'S INCORPORATED and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau  
Document Specialist

Letter Number: 098A00024301

ARTICLES OF INCORPORATION

OF

ROYCE'S DESIGNS, INC.

FILED  
98 MAY 14 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, acting as incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be Royce's Designs, Inc.

ARTICLE II PURPOSE

The purpose of the corporation shall be to manufacture, produce, purchase or otherwise acquire, sell import, export, distribute and deal in goods, wares, services, merchandise and materials of any kind and description, including, but not limited to, the manufacture, production, sale, and acquisition of men and women clothing, garments and other wearing apparel or accessories.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from engaging in any lawful act or activity for which a corporation may be organized under the Business Corporation Act of the State of Florida.

ARTICLE III PRINCIPAL OFFICE

The Principal place of business and mailing address of this corporation shall be STE. 12  
6110 Powers Avenue, Jacksonville, Florida. 32217

ARTICLE IV CAPITAL STOCK

The maximum number of share of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of Common Stock having no par value.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of the corporation is Claudianell Cooper, whose address is: 6110 Powers Avenue, Suite 12, Jacksonville, Florida 32217.

ARTICLE VI TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII DIRECTORS

The business affairs of this corporation shall be managed by a board of directors. The number and tenure of the Board of Directors shall be fixed by the By-Laws of the corporation, but in no event shall there be less than three (3). The Board of Directors shall serve as the officers of the corporation, and may appoint additional officers from time to time in accordance with the By-laws of the corporation. The names and addresses of the persons who will serve as the initial Board of Directors/Officers are:

Claudianell Cooper, President/Treasurer  
P.O. Box 16903  
Jacksonville, Florida

Royce McGowan, Vice President  
P.O. Box 16903  
Jacksonville, Florida

Phyllis Elbert, Secretary  
2830 Gresham Road  
Atlanta, Georgia

ELECTION AS "S" CORPORATION

This corporation is eligible for, and elects to conduct/operate its business affairs as an "S" Corporation pursuant to the applicable provisions of the Internal Revenue Code.

#### ARTICLE IX    PREEMPTIVE RIGHTS

The shareholders of this corporation shall have Preemptive Rights with respect to new issues of stock.

#### ARTICLE X    LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### ARTICLE XI    SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or other corporation.

#### ARTICLE XII    INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

Claudianell Cooper  
6110 Powers Avenue, Suite 12  
Jacksonville, Florida 32217

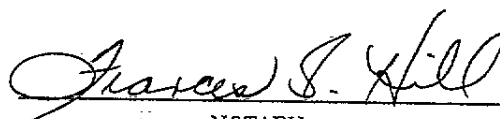
The undersigned, have executed these Articles of Incorporation this 29<sup>th</sup>  
day of April 1998.

  
CLAUDIANELL COOPER

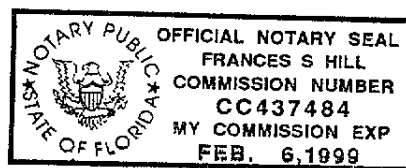
Before me, the undersigned authority, personally appeared Claudianell Cooper,  
and executed the foregoing instrument.

STATE OF Florida

COUNTY OF Duval

  
NOTARY

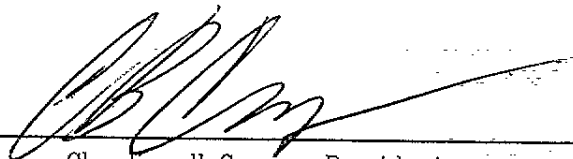
MY COMMISSION EXPIRES: 2/6/99



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

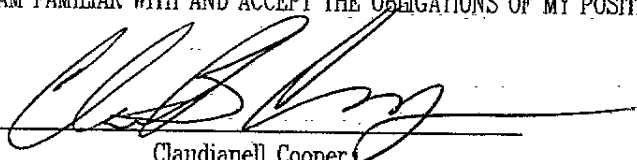
1. The name of the corporation is Royce's Designs, Inc.
2. The name and address of the registered agent is Claudianell Cooper.  
The Address of the registered agent is 6110 Powers Avenue, Jacksonville, Florida 32217

  
\_\_\_\_\_  
Claudianell Cooper, President  
Royce's Designs, Inc.

5/7/98  
\_\_\_\_\_  
Date

FILED  
98 MAY 14 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Claudianell Cooper

5/7/98  
\_\_\_\_\_  
Date