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REPLY TO:

July 7, 1998

Murrell Road

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

800002575028--4

-06/29/98--01088--013
***122.50 ***122.50

Re: J.W.A. Accessories, Inc.

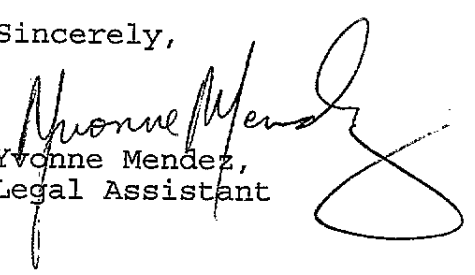
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation for filing. Also enclosed is a copy of correspondence previously received by this office.

Upon filing of the Articles of Incorporation, please forward the recorded copy to the undersigned at the Murrell Road address above indicated.

Thank you for your assistance in this regard.

Sincerely,


Yvonne Mendez,
Legal Assistant

/ym

Enclosure

FILED
98 JUL -9 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-4/10/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 1, 1998

YVONNE MENDEZ, LEGAL ASSISTANT
DEAN MEAD SPIELVOGEL GOLDMAN & BOYD
7380 MURRELL RD, STE 100
MELBOURNE, FL 32940

SUBJECT: T.A.G. GROUP, INC.
Ref. Number: W98000015054

We have received your document for T.A.G. GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

I AM RETURNING THIS TO YOU PER OUR PHONE CONVERSATION THIS MORNING. IF YOU CALL BEFORE RETURNING IT, I WILL CHECK TO MAKE SURE THAT THE NAME YOUR CLIENTS WANT IS NOT ALREADY FILED.

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) 487-6926.

Tracy Augsburger
Document Specialist

Letter Number: 398A00035679

ARTICLES OF INCORPORATION
OF
J.W.A. ACCESSORIES, INC.

FILED
98 JUL -9 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be J.W.A. ACCESSORIES, INC.

ARTICLE II - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually commencing on the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 1147 N. Harbor City Boulevard, Melbourne, FL 32935. The mailing address of the Corporation shall be 1147 N. Harbor City Boulevard, Melbourne, FL 32935.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 7380 Murrell Road, Suite 100, Melbourne, Florida 32940. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is JOEL E. BOYD. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
John W. Atkinson	P.O. Box 22860 Melbourne, FL 32902

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be one (1).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until her successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Address</u>
Ethel E. Atkinson	P.O. Box 22860 Melbourne, FL 32902

ARTICLE IX - STOCK RESTRICTION AGREEMENTS

Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares; and (3) the manner in which the shareholders of this Corporation will vote their shares of stock of this Corporation; provided, however, that such agreements shall be made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Melbourne, Florida, this 23rd day of June, 1998.



JOHN W. ATKINSON

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 

JOEL E. BOYD

Date: June 23, 1998

FILED
98 JUL -9 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA