

P98000063571

Law Offices of
Patrick M. Magill

2110 East Robinson St.
Post Office Box 922
Orlando, Florida 32802

(407) 894-1002
Facsimile: (407) 894-2207
email: magillaw@gdi.net

September 16, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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-09/18/98--01054--016
*****35.00 *****35.00

Re: Restated Articles of Incorporation for
Splash Swimwear of Central Florida, Inc.

Dear Sir:

I enclose the original Restated Articles of Incorporation for the above named corporation for profit.

Please file these as soon as possible and return to me the Certificate of filing. I enclose my check in the amount of \$35.00 for the filing of these Articles.

Thank you for your cooperation and assistance in this matter.

Very truly yours,

Patrick M. Magill

PMM:rtm

Enclosures

VS OCT 26 1998

Restated Art - E N/C

FILED
OCT 18 AM 11:41
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 28, 1998

PATRICK M. MAGILL
2110 E. ROBINSON ST.
POST OFFICE BOX 922
ORLANDO, FL 32802

SUBJECT: SPLASH SWIMWEAR OF CENTRAL FLORIDA, INC.
Ref. Number: P98000063571

We have received your document for SPLASH SWIMWEAR OF CENTRAL FLORIDA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return 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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 398A00048492

RESTATED ARTICLES OF INCORPORATION

OF

SPLASH SWIMWEAR OF CENTRAL FLORIDA, INC.

n/k/a M. BARNABY CO., INC.

FILED
98 OCT 18 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation. These Restated Articles was adopted by the Board of Directors, and does not contain any Amendment requiring Shareholder approval.

I

The name of the corporation shall be *M. BARNABY CO., INC.* The principal place of business shall be 8315 Camphor Tree Drive, Orlando, Florida 32810.

II

The duration of this corporation is perpetual unless dissolved according to law.

III

The purposes for which this corporation is organized are:

1. The sale of clothing and related products to the general public.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporations Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

IV

The aggregate number of shares which the corporation is authorized to issue is five hundred (500). Such shares shall be of a single class, and shall have a par value of ten dollars (\$10.00) per share.

V

The number constituting the initial Board of Directors is one (1). The method for electing Directors shall be as stated in the Bylaws of the corporation. The name and address of the person who is to serve initially is: MICHAEL BARNABY, 8315 Camphor Tree Drive, Orlando, Florida 32810.

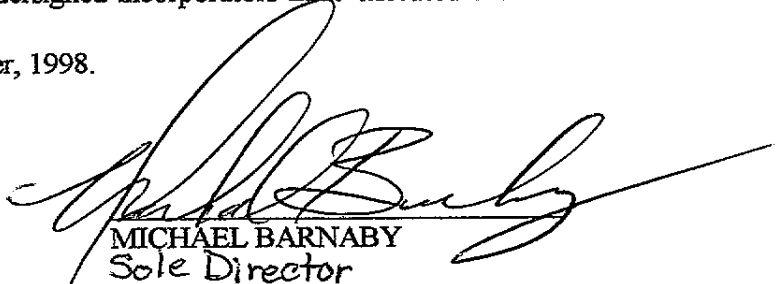
VI

The street address of the initial registered office of the corporation is 2110 East Robinson Street, Orlando, FL 32803. The name of its original registered agent at such address is Patrick M. Magill, Esquire.

VII

The names and addresses of the incorporator is the same as the initial director, listed above.


IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 15th day of October, 1998.


MICHAEL BARNABY
Sole Director

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared, who is personally well known to me, who depose and said that he is the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal this 15th day of October, 1998.


NOTARY PUBLIC
My Commission Number is:
My Commission expires:



PATRICK M. MAGILL
My Comm Exp. 6/06/98
Bonded By Service Ins
No. CC379218

☒ Personally Known ☐ Other I.D.

ACCEPTANCE BY REGISTERED AGENT

I, PATRICK M. MAGILL, agree to accept the designation of Registered Agent for *M. Barnaby Co., Inc.*; and as such Registered Agent, I agree to accept Service of Process and to comply with all other requirements of Florida Statute, Chapter 607 which apply to my capacity as Registered Agent.

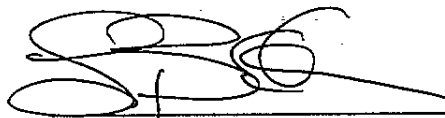
DATED this 19th day of October, 1998.


PATRICK M. MAGILL

Sworn to and subscribed before me this 19th day of October, 1998, by PATRICK M. MAGILL, to me well known.



LAURA B. GASTON
My Commission CC537214
Expires Mar. 04, 2000


NOTARY PUBLIC

My Commission Number is:
My Commission expires: