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AUGUST 19, 1998

STATE OF FLORIDA DIVISION OF CORPORATIONS 5050 W. TENNESSEE AVE TALLAHASSEE, FL. 32399-0100 900002624359--3 -08/25/98--01038--008 ****122.50 ****122.58

GENTLEMEN:

ENCLOSED PLEASE FIND A CHECK IN THE AMOUNT OF \$122.50 TO INCORPORATE: HAROLD PEAVEY HOSIERY, INC.

PLEASE RETURN ALL NECESSARY DOCUMENTS TO: HAROLD PEAVEY

10262 MEMORIAL HWY TAMPA, FL. 33615

THANK YOU FOR YOUR TIME AND CONSIDERATION.

SINCERELY,

HAROLD PEAVEY

98 AUG 25 PM 2: 08
DIVISION GENERATIONS
TALLAHASSEE, FLORIDA

A 27 546

ARTICLES OF INCORPORATION

OF

HAROLD PEAVEY HOSIERY, INC.

The undersigned subscriber of these articles of incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLES I

The name of this corporation shall be : HAROLD PEAVEY HOSIERY, INC.

The general nature of the business to be transacted by this corporation is: to construct, manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, deal in, and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description: except that is not to conduct a banking, safe deposits, trusts, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, fraternal benefit society, state fair, or exposition.

98 AUG 25 PM 2: 08
DIYLOGH CANSSEE, FLORIDA

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seventy-five hundred (7500) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE IV

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

10262 MEMORIAL HWY, TAMPA, FL. 33615

The Board of Directors may from time to time, by by-law move the principal office to any other address in Florida.

ARTICLE V

OFFICERS

This corporation shall have two (2) officers. The number of officers may be increased or diminished from time to time, by by-laws adopted by the stockholders.

ARTICLE VI

INITIAL OFFICERS

The name and post office address of the members of the Board of Directors are:

NAME
TITLE ADDRESS

HAROLD PEAVEY
PRESIDENT
10262 MEMORIAL HWY
TAMPA, FL. 33615

IRMA PEAVEY
VICE PRESIDENT
10262 MEMORIAL HWY
TAMPA, FL. 33615

ARTICLE VII

STOCKHOLDERS AND CONSIDERATION

The name and post office address of the subscriber of these articles of incorporation, the number of shares to take and the value of the consideration thereof are:

NAME AND ADDRESS	SHARES	CONSIDERATION
HAROLD PEAVEY 10262 MEMORIAL HWY TAMPA, FL. 33615	250	\$ 250.00
IRMA PEAVEY 10262 MEMORIAL HWY TAMPA, FL. 33615	250 	\$ 250.00

The article of incorporation shall be effective on the date of approval of the State of Florida, Division of Corporations.

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholder, and approved by a stockholder meeting by a majority of the stock entittled to vote thereon, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

HAROLD PEAVEY is designated as Resident Agent of this corporation, HAROLD PEAVEY HOSIERY, INC. and will receive service of process at address: 10262 MEMORIAL HWY TAMPA, FL. 33615

IN WITNESS WHEREOF, We, the undersigned, being each of the original subcribers to the capitol stock herein before names, have hereunto set our hands and seals this 19TH day of AUGUST, 1998, for the purpose of forming this corporation to do business both within and without the State of Florida, and in pursuance of the Corporation Law of the State of Florida, do make and file in the Office of the Secretary of the State of Florida these articles of incorporation and certify that the facts herein stated are true.

HAROLD PEAVEY

Jema Pauly

IRMA PEAVEY

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

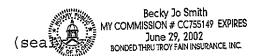
Before me personally appeared HAROLD PEAVEY and IRMA PEAVEY to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above this 19TH day of AUGUST, 1998.

Notary Public

Commission Number

6-29-02 My commission expires:



PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUES, THE UNDERSIGNED CORPORATIONS, 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:

HAROLD PEAVEY HOSIERY, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS

HAROLD PEAVEY 10262 MEMORIAL HWY TAMPA, FL. 33615

SIGNATURE

(CORPORATE OFFICER

TITLE:

PRESIDENT

DATE:

AUGUST 19, 1998

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 STATUES 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.

SIGNATURE

DATE: AUGUST 19, 1998

OR AUG 25 PM 2: 06