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November 20, 1998

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-11/23/98--01042--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

**EFFECTIVE DATE**  
**11-19-98**

RE: FILING ARTICLES OF INCORPORATION OF A&B FACTORY OUTLET, INC.

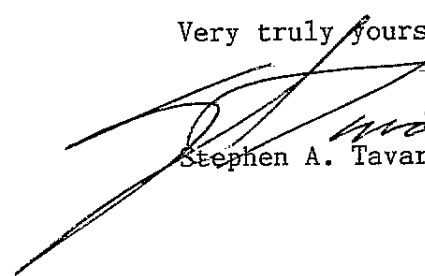
Gentlemen:

Enclosed please find the signed original and one copy of the Articles of Incorporation of the above referenced corporation together with a check in the amount of \$87.50 for the filing fee, certified copy and certificate of status.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation and Certificate of Status to the undersigned.

Thank you in advance for your prompt attention to this matter. If there are any questions or if I can be of any further assistance, please do not hesitate to contact me.

Very truly yours,

  
Stephen A. Tavares, Esq.

**FILED**  
**98 NOV 23 PM 2:20**  
**DIVISION OF CORPORATIONS**  
**TALLAHASSEE, FLORIDA**

Encls.

ajc  
11/30

ARTICLES OF INCORPORATION  
OF  
A&B FACTORY OUTLET, INC.  
A PROFIT CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLE I, NAME AND ADDRESS

The name of the corporation is A&B Factory Outlet, Inc.. The mailing address of the corporation is: 124 Edwards Ave., Brandon, FL. 33510.

ARTICLE II, DURATION

The duration of the corporation is perpetual.

EFFECTIVE DATE  
11-19-98

ARTICLE III, PURPOSE

The general purposes for which the corporation is organized are to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

ARTICLE IV, SHARES

The aggregate number of shares which the corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V, INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 124 Edwards Ave. Brandon, FL. 33510 and the name of its initial registered agent at that address is Greg Majercin.

ARTICLE VI, INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is 1. The number of directors may be increased or decreased from time to

time in accordance with the by-laws but shall never be less than 1. The name and address of each initial director of the corporation is as follows: Greg Majercin, 124 Edwards Ave., Brandon, FL. 33510.

#### ARTICLE VII, INCORPORATORS

The name and address of each incorporator is as follows: Greg Majercin, 124 Edwards Ave., Brandon, FL. 33510.

#### ARTICLE VIII, AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE IX, INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

#### ARTICLE X, PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

#### ARTICLE XI, BY-LAWS

The power to adopt, alter, amend and repeal the by-laws shall be vested in the Board of Directors.

#### ARTICLE XII, COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not filed by the

Florida Department of State within five (5) business days after that date,  
then corporate existence shall commence upon filing by the Department of State.

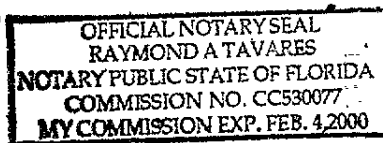
IN WITNESS WHEREOF, the undersigned has signed these Articles of  
Incorporation on this 19<sup>th</sup> day of November, 1998.

Greg Majercin  
GREG MAJERCIN

SWORN TO AND SUBSCRIBED before me on this 19<sup>th</sup> day of November,  
1997 (personally known or identification produced)

[Signature]  
NOTARY PUBLIC, State of Florida

My Commission Expires:



ACCEPTANCE BY DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having being named as registered agent to accept service of process for the above stated corporation at the place designated in this statement, 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.

  
GREG MAJERCIN

11-19-98  
DATE

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA