

P99000001055

December 28, 1998

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of BEACH ONE SPORTSWEAR, INC.

Dear Sir:

100002728531--0
-01/04/99--01024--007
*****78.75 *****78.75

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check in the amount of \$78.75 to cover the filing fees.

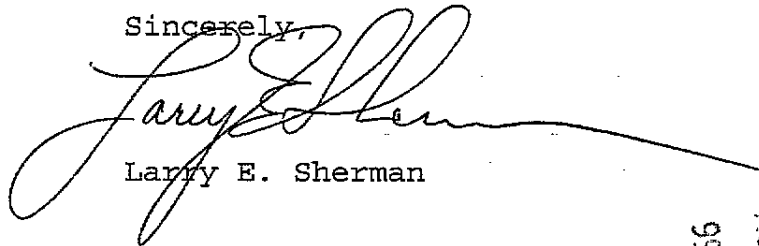
3. Designation of Resident Agent.

EFFECTIVE DATE
01-01-99

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937. Telephone (407)773-2020

Thank you for your assistance in this matter.

Sincerely,



Larry E. Sherman

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
99 JAN -11 AM 8:54

ARTICLES OF INCORPORATION

OF

BEACH ONE SPORTSWEAR, INC.

ARTICLE I. NAME

The name of this corporation is

BEACH ONE SPORTSWEAR, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence effective January 1, 1999.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 JAN -4 AM 8:54

EFFECTIVE DATE
01-01-99

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 138 Fifth Avenue, Indialantic, Florida 32903, and the name of the initial registered agent of this corporation at that address is LARRY E SHERMAN.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation are:

LARRY E. SHERMAN
3223 Beach View Way
Melbourne Beach, FL 32951

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 138 Fifth Avenue, Indialantic, Florida 32903, and the mailing address of the corporation is 138 Fifth Avenue, Indialantic, Florida 32903.

ARTICLE IX. INCORPORATOR

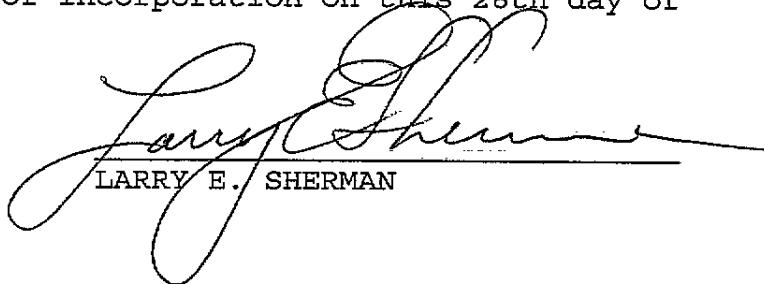
The name and address of the person signing these articles are:

LARRY E. SHERMAN
3223 Beach View Way
Melbourne Beach, FL 32951

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 28th day of December, 1998.

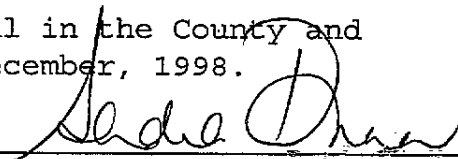

LARRY E. SHERMAN

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared LARRY E. SHERMAN to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 28th day of December, 1998.

PL/DC # 5655-525-44-246-0


Notary Public



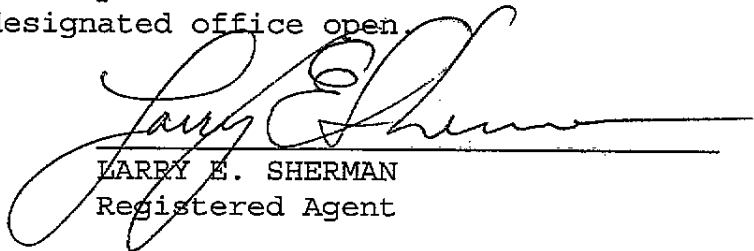
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That BEACH ONE SPORTSWEAR, INC., desiring to organize under
the laws of the State of Florida, with its principal office at
138 Fifth Avenue, Indialantic, Brevard County, Florida 32903, has
named LARRY E. SHERMAN, located at 138 Fifth Avenue, Indialantic,
Brevard County, Florida 32903, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.


LARRY E. SHERMAN
Registered Agent

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
99 JAN -4 AM 8:54