

P 99 00000 8918

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL. 32314

Re: Designs Unlimited, Inc.

500002753005--9

-01/25/99--01050--009

****122.50 *****78.75

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Yours very truly,

Gaylene Pope
(individual's name)

FILED
09 JAN 25 AM 7:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Designs Unlimited, Inc
(name of corporation)

MAILING ADDRESS OF CORPORATION BELOW

Address: 17 N. 6th Street
City: Haines City State: FL Zip: 33844
(941) 419-9646
Area code Phone number Ext.

F. CHESSER JAN 29 1999

ARTICLES OF INCORPORATION
OF
DESIGNS UNLIMITED, INC.

FILED
99 JAN 25 AM 7:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be DESIGNS UNLIMITED, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Incorporator. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 500 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

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

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make

Articles Of Incorporation Of DESIGNS UNLIMITED, INC.

satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be 2. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: GAYLENE POPE, 110 East Lakeview Drive, Haines City, Florida 33844, and HARVEY A. POPE, 110 East Lakeview Drive, Haines City, Florida 33844.

ARTICLE VIII. INITIAL OFFICERS

The name and address of each individual who shall serve as an Officer are: President, GAYLENE POPE, 110 East Lakeview Drive, Haines City, Florida 33844; Vice-President, HARVEY A. POPE, 110 East Lakeview Drive, Haines City, Florida 33844.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 17 North 6th Street, Haines City, Florida 33844.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: GAYLENE POPE.

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: GAYLENE POPE, 110 East Lakeview Drive, Haines City, Florida 33844.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



GAYLENE POPE - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of DESIGNS UNLIMITED, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for DESIGNS UNLIMITED, INC.

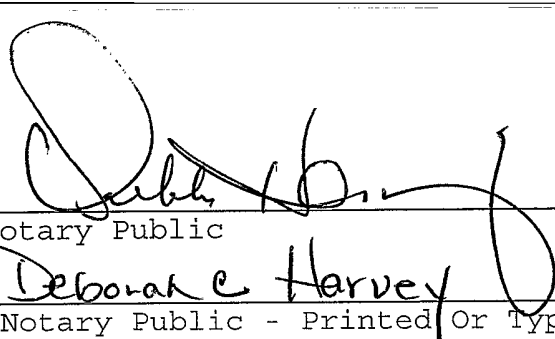


GAYLENE POPE - Registered Agent

State Of FLORIDA
County Of POLK

On January 22, 1999, GAYLENE POPE, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of DESIGNS UNLIMITED, INC.

Articles Of Incorporation Of DESIGNS UNLIMITED, INC.


Notary Public

Deborah C Harvey
(Notary Public - Printed Or Typed Name)



Deborah C Harvey
My Commission CG620068
Expires February 9, 2001

Commission Expiration Date & Commission Number: (SEAL)

FILED
99 JAN 25 AM 7:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles Of Incorporation Of DESIGNS UNLIMITED, INC.