

ANTHONY, BERRY & DIRITO

ATTORNEYS AT LAW

P990000 12223

MALCOLM ANTHONY, P.A.
MICHAEL L. BERRY, JR., P.A.
VINCENT J. DIRITO, P.A.

February 2, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

200002764052--1
-02/04/99--01004--010
*****70.00 *****70.00

Re: Incorporation of The Village Tailor, Inc.

EFFECTIVE DATE
1-31-99

Dear Sirs:

Enclosed are the original, executed articles of incorporation for the above referenced corporation along with the appointment for statutory agent, which I request that you file with the division of corporations. Also enclosed is my law firm check in the amount of \$70.00 payable to the Florida Secretary of State to cover the applicable filing fees.

Please send your letter confirming the incorporation to:

The Village Tailor, Inc.
c/o Michael L. Berry, Jr., Esq.
Anthony, Berry & DiRito
Four Sawgrass Village, Suite 205
Ponte Vedra Beach, FL 32082

FILED
99 FEB -4 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your assistance.

Sincerely,

ANTHONY, BERRY & DIRITO

Michael L. Berry, Jr.

MLBJr/II
Enclosure

B. BROCK FEB 8 1999

**ARTICLES OF INCORPORATION
OF
The Village Tailor, Inc.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is The Village Tailor, Inc.

ARTICLE II

Term of Existence

The corporation shall have perpetual existence, commencing upon December 1, 1998, or such other date no more than five (5) days prior to the filing of these Articles of Incorporation with the Florida Department of State, whichever is later.

ARTICLE III

General Purpose of Corporation

The general purpose of the corporation and the nature of the business to be transacted by the corporation are to engage in any and all activities and exercise any and all powers, rights, and privileges for which a corporation may now or hereinafter be organized under the laws of the State of Florida.

ARTICLE IV

Principal Office

The principal office and mailing address of the corporation will be located at 300 Sawgrass Village, Ponte Vedra Beach, Florida 32082.

ARTICLE V

Capital Stock

The corporation is authorized to issue one hundred thousand (100,000) shares of common

EFFECTIVE DATE
1-31-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB -4 PM 2:40

FILED

stock, having a par value of \$.01 per share.

ARTICLE VI

Indemnification

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of any act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's bylaws and shall not deviate therefrom without amending said bylaws.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Four Sawgrass Village, Suite 205, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of this corporation at that address is Michael L. Berry, Jr.

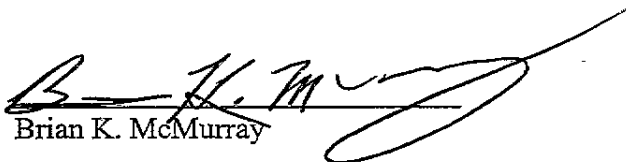
ARTICLE IX

Incorporator

The name and address of the incorporator of this corporation is:

Brian K. McMurray
300 Sawgrass Village
Ponte Vedra Beach, FL 32082

IN WITNESS WHEREOF, the incorporator has executed these Articles on December 1,
1998.


Brian K. McMurray

The Village Tailor, Inc.

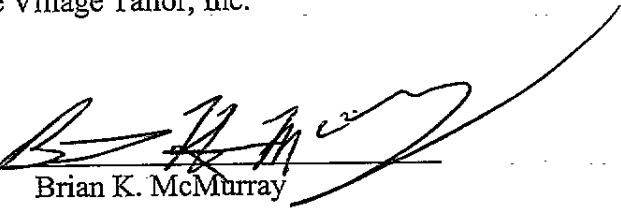
APPOINTMENT OF STATUTORY AGENT

The undersigned, The Village Tailor, Inc., a Florida corporation, with its principal office in Ponte Vedra Beach, St. Johns County, Florida, hereby appoints Michael L. Berry, Jr., a natural person residing in St. Johns County, Florida, as its statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the undersigned may be served. The complete address of said statutory agent is Four Sawgrass Village, Suite 205, Ponte Vedra Beach, FL 32082.

Dated: December 1, 1998.

The Village Tailor, Inc.

By:


Brian K. McMurray

ACCEPTANCE OF APPOINTMENT

TO: The Village Tailor, Inc.

The undersigned hereby accepts appointment as statutory agent of the above corporation upon whom any process, notice or demand required or permitted by statute may be served, and hereby confirms that he is familiar with, and accepts, the obligations of that position.

December 1, 1998.


Michael L. Berry, Jr.

**Waiver of Notice of Meeting of the
Incorporator and Directors of The Village Tailor, Inc.**

The undersigned, one of the Directors of The Village Tailor, Inc. does hereby agree and consent to a meeting of Incorporator and Directors to be held on December 1, 1998 at the company's principal offices, and explicitly waives all notice whatsoever of such meeting and any adjournment or adjournments thereof.

Any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Incorporator and Directors present. The undersigned agrees that any and all business transacted at such meeting shall be valid and legal and of the same force and effect as if such meeting were held after notice.

Dated: December 1, 1998.

A handwritten signature in black ink, appearing to be "B. M. J.", written over a horizontal line.

FILED
99 FEB -4 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA