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MARKS, GRAY, CONROY & GIBBS

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SAM R. MARKS (1885-1978)  
HARRY T. GRAY (1890-1975)  
FRANCIS P. CONROY II (1912-1991)  
DELBRIIDGE L. GIBBS (1917-1992)

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February 2, 1999

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

Re: SCHMIDT & SCHRANK APPAREL, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation of Schmidt & Schrank Apparel, Inc. for filing. Our check in the amount of \$122.50 is enclosed for the filing fees.

Please return a certified copy of the articles to me.

Thank you for your assistance.

Very truly yours,

MARKS, GRAY, CONROY & GIBBS



Gerald W. Weedon

GWW/dm  
Enclosures

Debbie Manning GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT act IV & VII  
DATE 2-10-99  
DOC. EXAM BR

800002768388--9  
-02/08/99-01169-003  
\*\*\*\*\*122.50 - \*\*\*\*\*78.75

FILED  
99 FEB -8 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W99-3317  
REGISTER FEB 10 1999

ARTICLES OF INCORPORATION  
OF  
SCHMIDT & SCHRANK APPAREL, INC.

**FILED**  
99 FEB -8 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is Schmidt & Schrank Apparel, Inc.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of selling clothing and engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

#### ARTICLE IV

##### TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of filing with the Secretary of State.

#### ARTICLE V

##### PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business of the corporation shall be 1003 Greenridge Road, Jacksonville, Florida 32207. The Board of directors may, from time to time, change the principal office and mailing address to any other address in Florida.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 1200 Riverplace Blvd., #800, Jacksonville, FL 32207. and the name of the initial registered agent of this corporation at that address is Gerald W. Weedon. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

#### ARTICLE VII

##### INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number

of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Cynthia C. Schmidt	1003 Greenridge Road Jacksonville, FL 32201
Jacqueline Schrank	4231 Point La Vista Road W. Jacksonville, FL 32207

#### ARTICLE VIII

##### INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Cynthia C. Schmidt	1003 Greenridge Road Jacksonville, FL 32207

#### ARTICLE IX

##### BYLAWS

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 26<sup>th</sup> day of January, 1999.

Cynthia C. Schmidt (SEAL)  
Cynthia C. Schmidt, Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of January, 1999, by Cynthia C. Schmidt who is personally known to me ~~or who has produced~~ \_\_\_\_\_ as identification.

Gerald W. Weedon  
Notary Public

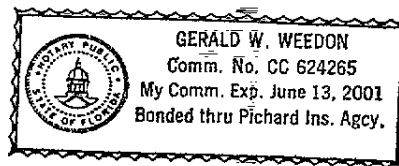
Gerald W. Weedon

Print Name

My Commission expires: \_\_\_\_\_

Commission Number: \_\_\_\_\_

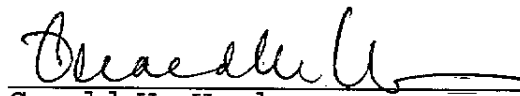
(SEAL)



CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Schmidt & Schrank Apparel, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 1200 Riverpalce Blvd., Jacksonville, FL 32207.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 27<sup>th</sup> day of Jan, 1999.



Gerald W. Weedon  
Registered Agent

**FILED**  
99 FEB -8 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA