

NEIL W. MACMILLAN

ATTORNEY AT LAW

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P 99 0000 17743  
19 Feb. 1999

State of Florida  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314  
ATTN: CORPORATE RECORDS

FILED  
99 FEB 22 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Our file No. S-700  
SOUTHERN COMFORT FASHION, INC.

900002783178--2  
-02/22/99--01105--018  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir/Madam,

Happy to enclose our check in the amount of \$122.50 for corporation, together with the original executed Articles and one copy.

Thank you and if you have any questions please advise.

Sincerely,

*Neil W. MacMillan*

Neil W. MacMillan

NWM/km  
Encl.

F. CHESSEN FEB 2 4 1999

ARTICLES OF INCORPORATION  
OF  
SOUTHERN COMFORT FASHIONS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of the Corporation shall be :

SOUTHERN COMFORT FASHIONS, INC.

ARTICLE II- DURATION

This corporation shall have perpetual existence.

ARTICLE III- PURPOSES

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

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to offer and issue 1000 shares of \$1.00 par value common stock.

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is:  
2051 N.E. OCEAN BLVD., Unit C-13, STUART, FLORIDA 34996.

The name of the initial registered agent of this corporation at that address is : JANE M. DEW. The principal address shall be 2051 N.E. OCEAN BLVD., Unit C-13, STUART, FLORIDA 34996.

ARTICLE VI- DIRECTORS

This corporation shall have TWO (2) directors constituting its initial Board of Directors. The number of directors may be either

increased or diminished from time to time by the By-laws of the corporation. The name and address of the initial Board of Director are:

Jane M. Dew                      2051 N.E. Ocean Blvd.  
Unit C-13  
Stuart, Fla. 34996

and David C. Dew same as above.

## ARTICLE VII- INCORPORATORS

The name and address of the individuals signing these Articles of Incorporation are:

Jane M. Dew of 2051 N.E. Ocean Blvd.  
Unit C-13  
Stuart, Fla. 34996  
and David C. Dew of same address as above.

## ARTICLE VIII- INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## ARTICLE IX- 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 prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE X- AMENDMENTS TO ARTICLES OF BY-LAWS

The Power to adopt, amend, alter, or repeal these Articles of corporation as well as the By-Laws of this corporation shall be reserved to the shareholders.

IN WITNESS WHEREOF, THE UNDERSIGNED incorporators have executed these Articles of Incorporation this 12 day of February 1999.

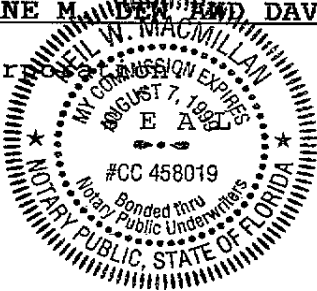
Jane M. Dew  
JANE M. DEW

David C. Dew  
DAVID C. DEW

FILED  
99 FEB 22 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing Articles of Incorporation were acknowledged  
before me this 12<sup>th</sup> day of February, 1999, by  
JANE M. DEW AND DAVID C. DEW, Incorporators of the foregoing  
corporation.



Neil W. MacMillan  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process, for the above-stated corporation at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 12 day of February, 1999.

Jane M. Dew  
Jane M. Dew - REGISTERED AGENT