

99000022191



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 161708 7177511

AUTHORIZATION :

Patricia Pigeto

COST LIMIT : \$ 78.75

ORDER DATE : March 9, 1999

ORDER TIME : 10:40 AM

ORDER NO. : 161708-005

CUSTOMER NO: 7177511

CUSTOMER: Ms. Jennifer A. Risinger  
ROSSWAY, MOORE & TAYLOR  
ROSSWAY, MOORE & TAYLOR  
Suite 200  
5070 N. Highway 1A  
Vero Beach, FL 32963

400002799584--0

DOMESTIC FILING

NAME: NATIONAL BRAND LICENSING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
CORPORATIONS  
99 MAR -9 PM 1:03

RECEIVED  
99 MAR -9 PM 12:06  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**  
**OF**  
**NATIONAL BRAND LICENSING, INC.**

FILED  
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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the corporation shall be National Brand Licensing, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 5070 North Highway A-1-A, Suite 200, Vero Beach, FL 32963

**ARTICLE III**  
**SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV**  
**MANNER OF ELECTION OF DIRECTORS**

The directors shall be appointed by the shareholders at the annual shareholders' meeting.

**ARTICLE V**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

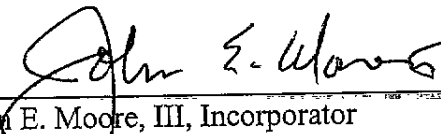
The name and Florida street address of the initial registered agent are John E. Moore, III, 5070 North Highway A-1-A, Suite 200, Vero Beach, Florida 32963.

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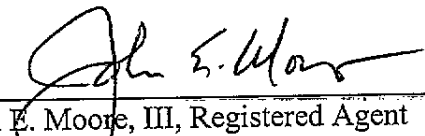
99 MAR -9 PM 1:03

**ARTICLE VI**  
**INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation are John E. Moore, III, 5070 North Highway A-1-A, Suite 200, Vero Beach, Florida 32963.

  
\_\_\_\_\_  
John E. Moore, III, Incorporator  
3/4/99  
\_\_\_\_\_  
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
John E. Moore, III, Registered Agent  
3/4/99  
\_\_\_\_\_  
Date