

**LAW OFFICES OF
MICHAEL J. KESSLER**

302 South Second Street ~ Fort Pierce, Florida 34950
Phone (561) 466-4900 ~ Fax (561) 466-6321

P99000026047

March 17, 1999

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Fl. 32314

Re: Articles of Incorporation;
Carolina Activewear Sales, Inc.

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for Carolina Activewear Sales, Inc., together with a check in the amount of \$78.75 for the following fees:

Filing Fee	\$35.00
Certified Copy	\$ 8.75
Registered Agent	\$35.00

Please file the original Articles and return the certified copy to me in the enclosed self-addressed, postage-paid envelope. Thank you in advance for your assistance.

Very truly yours,



Michael J. Kessler

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-03/04/99--01060--018
*****78.75 *****78.75

MJK/pmb
Encl.

W99-5744

Dmc
3/10/99

~~2589, 2551~~

FILED
99 MAR 22 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 10, 1999

MICHAEL J. KESSLER
ATTORNEY AT LAW
302 SOUTH SECOND STREET
FORT PIERCE, FL 34950

SUBJECT: CAROLINA ACTIVEWEAR SALES, INC.
Ref. Number: W99000005744

We have received your document for CAROLINA ACTIVEWEAR SALES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 699A00011235

ARTICLES OF INCORPORATION
OF
CAROLINA ACTIVEWEAR SALES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I: CORPORATE NAME

The name of this Corporation is : CAROLINA ACTIVEWEAR SALES, INC.

ARTICLE II: NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is general sales.

ARTICLE III: LOCATION OF PRINCIPAL OFFICE

The original principal office of the Corporation shall be located at 302 South Second Street, in Fort Pierce, St. Lucie County, Florida. Such office location may be changed, and additional offices may be established by the agreement of the parties.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1000) shares of common stock having a value of one dollar (\$1.00) per share.

ARTICLE V: TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE VI: REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

Michael J. Kessler
302 South Second Street
Fort Pierce, Fl. 34950

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII: BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII: INITIAL DIRECTOR

The name of the Initial Director of this Corporation and his street address shall be:

Ann D. Kessler
5301 Country Court
Raleigh, N.C. 27609

The person named as initial director shall hold office for the first year of existence of this Corporation or until her successor is elected or appointed and has qualified, whichever has come first.

ARTICLE IX: INCORPORATOR

The name and street address of the person signing the Articles of Incorporation as the Incorporator are:

Michael J. Kessler
302 South Second Street
Fort Pierce, Fl. 34950

ARTICLE X: AMENDMENT

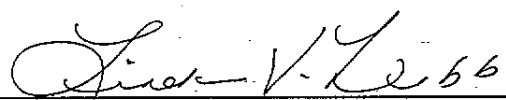
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on March 17, 1999.



MICHAEL J. KESSLER
Incorporator

The foregoing instrument was acknowledged before me this 18th day of March, 1999, by Michael J. Kessler, who is personally known to me or who produced _____ as identification and who did take an oath.


Notary Public, State of Florida
My Commission expires:

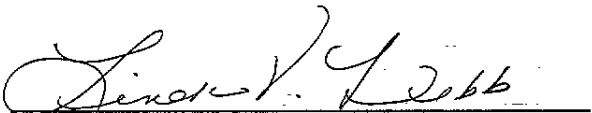
 Linda V Webb
My Commission CC758390
Expires July 12, 2002


DECLARATION OF ACCEPTANCE BY REGISTERED AGENT

I HEREBY ACKNOWLEDGE that I am familiar with the duties and responsibilities as Registered Agent for a Florida Corporation, and I accept those duties and responsibilities as the Registered Agent for CAROLINA ACTIVEWEAR SALES, INC.


MICHAEL J. KESSLER

The foregoing instrument was acknowledged before me this 18th day of March, 1999, by Michael J. Kessler, who is personally known to me or who produced _____ as identification and who did take an oath.


Notary Public, State of Florida
My Commission expires:

 Linda V Webb
My Commission CC758390
Expires July 12, 2002

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE