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April 27, 1999

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Department of State  
Division of Corporations  
The Capitol  
Tallahassee, FL 32304

Re: ORLANDO FLORIDA ENTERPRISES, INC.

FILED  
99 APR 30 PM 4:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$122.50, representing payment for the Charter Tax, Filing Fee, Certified Copy Fee, and Registered Agent's Fee. Please file the enclosed Articles of Incorporation, and return a certified copy to the undersigned.

Thank you for your help with this matter. 500002858605--0  
-04/30/99--01093--003  
\*\*\*122.50 \*\*\*78.75

Very truly yours,

*Addison E. Walker*

ADDISON E. WALKER

AEW/mw  
Encls.

SHARON

MAY 4 - 1999

ARTICLES OF INCORPORATION  
OF  
ORLANDO FLORIDA ENTERPRISES, INC.

The undersigned, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following ARTICLES OF INCORPORATION.

ARTICLE I

The name of the corporation is ORLANDO FLORIDA ENTERPRISES, INC. The principal office and mailing address of the corporation is 1393 Riviera Drive, Kissimmee, Florida 34744.

ARTICLE II

The duration of the corporation shall be perpetual. The date of the commencement of corporate existence shall be the date the ARTICLES OF INCORPORATION are filed with the Secretary of State.

ARTICLE III

The general purposes for which the corporation is organized are:

1. To engage in the wholesale and retail purchase of clothing and apparel, to include T-shirts for men, women and children, and to otherwise buy, sell, acquire, and deal with all items, accessories, and merchandise incidental to a clothing and apparel business.

2. To transact any other trade or business which can, in the opinion of the management of the corporation, be advantageously carried on in connection with or auxiliary to the general purposes of the corporation, and to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock having a par value of ONE (\$1.00) DOLLAR per share. The stock shall be issued and redeemed as follows:

1. There shall be one class of common stock; there shall be no preferred stock, and the stock shall not be issued as a special class in series. The shareholders shall not have any pre-emptive rights.

2. The consideration to be paid for each share shall be fixed by the Board of Directors and any and all shares so issued, the full consideration for which has been paid or delivered, shall

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be deemed fully paid stock, and not liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments thereon.

3. The capital stock may be paid for in property, labor, or services at a just valuation to be fixed by the incorporator, or by the director or directors.

4. The stock shall be issued from time to time as may be determined by the Board of Directors.

5. Upon dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as holdings may appear upon the stock record of the corporation.

#### ARTICLE V

The presence, at any stockholders meeting, in person or by proxy, of persons entitled to vote a simple majority of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business. The affirmative vote of a simple majority of the outstanding shares of the corporation shall be the act of the stockholders.

#### ARTICLE VI

These ARTICLES OF INCORPORATION may be amended in the manner provided by law. The amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a simple majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written document stating their intention that a certain amendment of these ARTICLES OF INCORPORATION be made.

#### ARTICLE VII

The initial street address of the registered office of the corporation in the State of Florida is 1393 Riviera Drive, Kissimmee, Florida 34744. The name of the initial registered agent at that address is Mel MacDonald.

#### ARTICLE VIII

The initial director of this corporation is Mel MacDonald, whose address is 1393 Riviera Drive, Kissimmee, Florida 34744. At the first annual meeting of the shareholders, and at each annual meeting thereafter, the shareholders shall elect a director or directors, to hold office until the next succeeding annual meeting of shareholders. There shall never be less than one director.

#### ARTICLE IX

The name and address of the person signing these ARTICLES OF

INCORPORATION as the Incorporator is:

NAME

ADDRESS

Mel MacDonald

1393 Riviera Drive  
Kissimmee, FL 34744

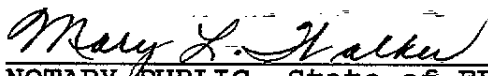
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed and subscribed the foregoing ARTICLES OF INCORPORATION on this 26 day of April, 1999.



MEL MAC DONALD

STATE OF FLORIDA  
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public, personally appeared MEL MAC DONALD, to me known to be the person described as Incorporator, and who executed the foregoing ARTICLES OF INCORPORATION, and who did duly swear before me that he subscribed to these ARTICLES OF INCORPORATION on the 26th day of April, 1999.



NOTARY PUBLIC, State of FL  
My Commission Expires:



Mary L. Walker  
MY COMMISSION # CG602914 EXPIRES  
January 19, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, and  
Chapter 607 et seq., Florida Statutes, the following is submitted:

That ORLANDO FLORIDA ENTERPRISES, INC., desiring to organize  
under the laws of the State of Florida, with its principal office,  
as indicated in the ARTICLES OF INCORPORATION, has named MEL MAC  
DONALD, located at 1393 Riviera Drive, Kissimmee, Florida 34744, as  
its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above  
named Corporation, at the place designated in this certificate, the  
undersigned agrees to act in this capacity, and agrees to comply  
with the provision of Florida Law relative to keeping the  
designated office open.

Date

April 26, 1999

Mel MacDonald  
MEL MAC DONALD  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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