

RANDOLPH & LARSEN, P.A.
ATTORNEYS AT LAW

SERVING THE TREASURE COAST SINCE 1949

ROBERT (BOB) RANDOLPH (1912-1994)
R. JERRY RANDOLPH, JR.
LOUIS N. LARSEN
TEL: (561)283-5151
FAX: (561)220-0952

STREET ADDRESS:
43 SEMINOLE STREET
STUART, FL 34994
MAILING ADDRESS:
P.O. BOX 1546
STUART, FL 34995

July 13, 1999

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Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

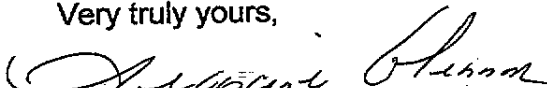
In Re: LAY IT ON HATBANDS AND ACCESSORIES, INCORPORATED

Dear Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and our check in the amount of Seventy Eight and 75/100 Dollars (\$78.75) which represents the filing fee in reference to the above.

If you should have any questions concerning the above, please do not hesitate to contact me.

Very truly yours,


Francine Glennon

encls.

FILED
99 JUL 19 PM 12:10
TALLAHASSEE, FLORIDA

E-MAIL:
jrando1546@aol.com
larsen@flinet.com

D. BROWN JUL 26 1999

ARTICLES OF INCORPORATION
OF
LAY IT ON HATBANDS AND ACCESSORIES, INC.

FILED
99 JUL 19 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is Lay It On Hatbands and Accessories, Inc.

ARTICLE II. NATURE OF CORPORATE BUSINESS

The corporation shall engage in the sale of fashion accessories and any other activity permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is One Hundred Thousand (100,000) shares of common stock, each share have a par value of One Dollar (\$1.00).

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV. EFFECTIVE DATE

The effective date of this corporation is the date in which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE V. REDEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the same kind,

class or series as that which he already holds, shall have the right to purchase his prorata share thereof, at the price at which it is offered to others, which price may be in excess of par value.

ARTICLE VI. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII. ADDRESS

The initial street address of the principal office of this corporation shall be 43 Seminole Street, Stuart, Florida, 34994

ARTICLE VIII. DIRECTORS

The corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one. All directors shall be elected by affirmative vote of a least fifty-one percent (51%) of the outstanding shares.

ARTICLE IX. INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are:

Virginia K. Randolph
43 Seminole Street
Stuart, Florida 34995

ARTICLE X. AMENDMENTS

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 the Stockholders' meeting by a majority of the stock entitled to vote therein, unless all the Directors and all the Stockholders sign a written

statement manifesting their intention that a certain amendment to these Articles to be made.

ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK

Stockholders may enter into agreements restricting the right to freely transfer stock in the corporation. This will require a legend on the share certificates stating that there may be a restriction upon share transfer.

ARTICLE XIII. REGISTERED AGENT AND OFFICE

The Registered Agent designated for this corporation is R. Jerry Randolph, Esq., whose registered address is 43 Seminole Street, Stuart, Florida 34994.

IN WITNESS WHEREOF, we have hereunto set out hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 13 day of July, 1999.

Virginia K. Randolph (SEAL)

STATE OF FLORIDA)
 :SS
COUNTY OF MARTIN)

The foregoing instrument was sworn to and subscribed
before me this 14 day of July, 1999, by Virginia K. Randolph.

(SEAL)

Francine P. Glennon
Notary
My Commission Expires:



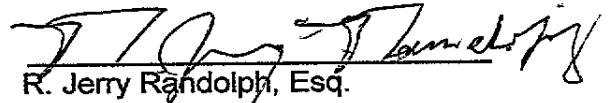
FRANCINE P GLENNON
My Commission CC564720
Expires Jun. 20, 2000

FILED
99 JUL 19 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

I hereby accept the foregoing designation of Registered Agent
of LAY IT ON HATBANDS AND ACCESSORIES, INC.

DATED this 13 day of July, 1999.


R. Jerry Randolph, Esq.