

KORSHAK & BEAULIEU

ATTORNEYS AT LAW

2345 SAND LAKE ROAD, SUITE 120

ORLANDO, FLORIDA 32809

1 (407) 855-3333

FACSIMILE 1 (407) 855-0455

R. NEIL BEAULIEU*
STEPHEN D. KORSHAK*
DAVID S. COHEN:

*ALSO ADMITTED IN ILLINOIS
*ALSO ADMITTED IN GEORGIA

CHICAGO OFFICE
5339 W. BELMONT
CHICAGO, IL 60641
1 (773) 545-9339
FACSIMILE 1 (773) 545-8819

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VIA FEDERAL EXPRESS

July 30, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600002947566--B
-08/02/99--01102--012
****122.50 *****78.75

Re: Incorporation of Tommys Island, Inc.

To whom it may concern:

Please find enclosed the following documents in connection with the incorporation of Tommys Island, Inc.:

1. The Articles of Incorporation of Tommys Island, Inc.
2. A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee; (b) \$52.50 for one certified copy of the Certificate of Incorporation; and (c) \$35.00 for certificate designating registered agent;
3. Two copies of the executed Articles of Incorporation, one of which is to be certified and returned;
4. Completed designation of registered agent form to be placed on file with the Department of State.

Please telephone me upon the filing of the enclosed Articles.

Thank you for your assistance in this matter. Should you have any questions or comments regarding this matter, please call me.

Sincerely,

KORSHAK & BEAULIEU

Enclosure

c/D/Leonard.022

FILED
99 AUG - 2 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/10/99
[Signature]

ARTICLES OF INCORPORATION

OF

TOMMYS ISLAND, INC.

FILED
NOV - 2 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person competent to contract, subscribes to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

I. NAME

The name of this corporation is Tommys Island, Inc. and its principle place of business is 685 Mayo Avenue, Maitland, Florida 32751.

II. PURPOSE

The purpose for which the corporation is organized is to engage in the business of retail sales of clothing and other articles and any other lawful purpose.

III. DURATION

The term of existence of the corporation is perpetual.

IV. CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding is 10,000, all of which shall be common shares with par value of \$.01.

V. REGISTERED OFFICE

The street address of the initial registered office of the corporation in this State is 2345 Sand Lake Road, Suite 120, Orlando, Florida 32809. The initial registered agent at the registered office is David S. Cohen, Esquire.

VI. INCORPORATOR

The name and post office address of the incorporator is:

G. Tom Leonard
685 Mayo Avenue
Maitland, Florida 32751

VII. DIRECTORS

The Board of Directors shall initially consist of one (1) Director. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. The name and address of the initial Board of Directors are:

G. Tom Leonard
685 Mayo Avenue
Maitland, Florida 32751

VIII. Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

ARTICLE IX. Amendment to Articles

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 shareholders, and approved at a shareholders meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


ARTICLE X. By-Laws

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLES XI. Preemptive Rights

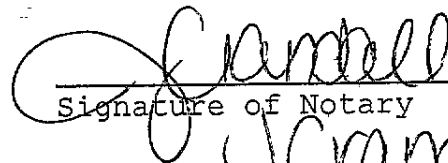

Every shareholder, upon the sale of any additional stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, I have hereunto subscribed my name this
____ day of _____, 1999.

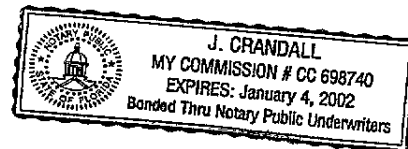

G. Tom Leonard, Incorporator

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this
30 day of July, 1999 by G. Tom Leonard, who is personally
known to me or who has produced _____ as identification
and who did not take an oath.


Signature of Notary

Type/Print name of Notary

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICES OF PROCESS WITHIN THIS STATE

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance with said Act:

Tommys Island, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 2345 Sand Lake Road, Suite 120, Orlando, Florida 32809, has named David S. Cohen, Esquire, located at the above registered office as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of said Act relative to keeping open said office.

By: 

Registered Agent

Date: 7-30-99

FILED
99 AUG -2 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA