

Division of Corporations

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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : STANLEY A. GOLDSMITH, ATTORNEY AT LAW  
Account Number : I20000000069  
Phone : (941)955-4990  
Fax Number : (941)955-4997

2002 AUG 21 AM 7:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

OVER & UNDER STORES, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

of

**OVER & UNDER STORES, INC.**

FIRST:

The name of the Corporation shall be OVER & UNDER STORES, INC., The principal mailing address of the Corporation is 1605 Main Street, Suite 1001, Sarasota, Florida 34236.

SECOND:

The purposes for which the Corporation is formed are any and all lawful purposes for which a corporation may be formed pursuant to the laws of the State of Florida and the United States.

THIRD:

The Corporation shall be authorized and empowered to issue ONE HUNDRED THOUSAND (100,000) shares of common stock.

FOURTH:

The mailing address of the Registered Office of the Corporation is 1605 Main Street, Suite 1001, Sarasota, Florida 34236.

FIFTH:

The Registered Agent for the Corporation shall be:

STANLEY A. GOLDSMITH  
1605 Main Street, Suite 1001  
Sarasota, Florida 34236

SIXTH:

To the Incorporator of OVER & UNDER STORES, INC.:

I understand my obligations as your Registered Agent and hereby accept appointment as your Registered Agent in accordance with F.S. 48.091.

8/21/02  
Date

  
Stanley A. Goldsmith

SEVENTH:

The initial Board of Directors of the Corporation shall consist of two (2) Members:

SAMUEL J. GOLDSTEIN  
1605 Main Street, Suite 1001  
Sarasota, FL 34236

KATERINA M. GOLDSTEIN  
1605 Main Street, Suite 1001  
Sarasota, FL 34236

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EIGHTH:

2002 AUG 21 AM 7:50

The Incorporator of OVER & UNDER STORES, INC., who by her signature hereby acknowledges the adoption of these Articles of Incorporation, is:

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

SAMUEL J. GOLDSTEIN  
1605 Main Street, Suite 1001  
Sarasota, FL 34236

STATE OF FLORIDA )  
COUNTY OF SARASOTA ) ss:

The foregoing Articles of Incorporation of OVER & UNDER STORES, INC., were acknowledged before me this 21<sup>st</sup> day of August 2002, by STANLEY A. GOLDSMITH as Registered Agent. He is personally known to me or has produced N/A as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.



Signature of Notary Public  
Donna Scaglione  
Print Name of Notary Public  
I am a Notary Public of the State of Florida, and my commission expires on October 30, 2005

The foregoing Articles of Incorporation of OVER & UNDER STORES, INC., were acknowledged before me this 21<sup>st</sup> day of August 2002, by SAMUEL J. GOLDSTEIN, as Incorporator. He is personally known to me or has produced Drivers License as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.



Signature of Notary Public  
Donna Scaglione  
Print Name of Notary Public  
I am a Notary Public of the State of Florida, and my commission expires on October 30, 2005