

MAX J. KOLSHAK, INC.
ACCOUNTANT

2326 SOUTH CONGRESS AVENUE
SUITE 1-C
WEST PALM BEACH, FLORIDA 33406
433-2227

PA 98000069258

July 22, 1998

400002598014--0
-07/27/98--01044--001
****122.50 ****122.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

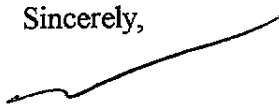
REF: Queenie Too

Gentlemen:

Enclosed are the original signed and notarized Articles of Incorporation, with a copy and a check for \$122.50 to cover the filing fee. Please mail the certification back to our office.

Thank you for your cooperation in this matter.

Sincerely,



Max J. Kolshak

MJK:mlb
Enclosure

FILED
98 AUG 10 AM 9:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

8

8661 8 9 1998
[Handwritten initials]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 29, 1998

MAX J. KOLSHAK, INC.
2326 SOUTH CONGRESS AVENUE
SUITE 1-C
WEST PALM BEACH, FL 33406

SUBJECT: QUEENIE TOO
Ref. Number: W98000017213

We have received your document for QUEENIE TOO and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 698A00039835

ARTICLES OF INCORPORATION

OF

QUEENIE TOO, INC.

WE, THE UNDERSIGNED, hereby associate ourselves together for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the information, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation is:

QUEENIE TOO, INC.

ARTICLE II

The general nature of the business and the object and purposes proposed to be transacted and carried on, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

Directly or through ownership of stock in any corporation, to develop, to purchase, lease, exchange or otherwise acquire personal property and real estate, either improved or unimproved, and any interest therein; to own, hold, control, maintain, improve, rebuild, enlarge, alter, manage, operate, and control all kinds of buildings, houses, hotels, apartments, stores, offices, and warehouses, and all structures and erections of any description of any lands or hereditaments owned, held or leased by the said corporation, or upon any other lands; to lease or sublet offices, stores, apartments, and other spaces in such building or buildings, and to sell, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge or otherwise alienate or dispose of any such real estate and property and any interest therein.

Directly or through ownership of stock in any corporation, to purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, pledge, hypothecate, deal in, and dispose of stock, personal and real property of every kind, and any interest therein.

To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, of any domestic or foreign state, government or governmental authority, or of any political, or administrative subdivision or department thereof, and to perform and carry out, assign, cancel or rescind any such contracts.

98 AUG 10 AM 9:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

To carry on any other business which may seem to the company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of, or render profitable, any of the company's rights or property.

The foregoing clauses shall be construed as objects, purposes, and powers; and it is expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the objects, purposes and powers of the corporation.

To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to, or expedient for, the protection or benefit of this corporation.

ARTICLE III

The total authorized stock of this corporation shall be One Hundred (100) shares, which shares shall be common voting stock, and which shall be par stock issued with One Dollar (\$1.00) par value. All of the stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased, or paid for, with said stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

In case a stockholder desires to sell his share or shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention hereof to give them a preference in the purchase of the same. A stockholder desiring to sell his stock shall comply with the terms of that certain Agreement Between Stockholders, entered into between the shareholders and the corporation.

ARTICLE IV

The amount of capital with which this corporation shall commence is One Hundred (\$100.00) Dollars.

ARTICLE V

This corporation shall have a perpetual existence unless sooner dissolved according to Law.

ARTICLE VI

The principal place of business of said corporation shall be 8125 Marshwood Lane, Lake Worth, Fl. with the privilege of having branch offices at other places within or without the State of Florida, or within or without the United States of America.

ARTICLE VII

The number of directors of this corporation shall not be less than one (1) nor more than five (5).

ARTICLE VIII

The names and addresses of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the Bylaws, and the laws of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Joan Robbins	8125 Marshwood Lane, Lake Worth, FL.

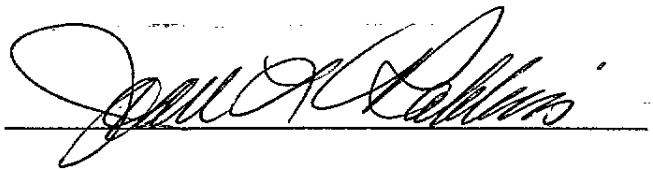
The names and addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock of this corporation which he agrees to take are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>NO. SHARES</u>
Joan Robbins	8125 Marshwood Lane Lake Worth, FL. 33467	100

The officers of this corporation, who subject to the provisions of these Articles of Incorporation, the Bylaws, and the laws of Florida, shall hold office for the first year of this Corporation's existence or until their successors are elected and have qualified, and the offices held, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Joan Robbins	8125 Marchwood Lane Lake Worth, FL. 33467	President

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, and acknowledged these Articles of Incorporation at Palm Beach County, West Palm Beach, Florida, for the uses and purposes aforesaid this 22nd day of July, 1998



A handwritten signature in cursive script, appearing to read "Joan Robbins", is written over a horizontal line.

DESIGNATION OF DESIGNATED RESIDENT AGENT

In pursuance of Florida Statutes, Queenie Too, Inc. , a corporation for profit duly organized and existing under the laws of the State of Florida, has its principal place of business at 8125 Marchwood Lane, Lake Worth, Florida, County of Palm Beach, State of Florida, and has named Queenie Too, Inc. located at 8125 Marshwood Lane, Lake Worth, County of Palm Beach, State of Florida, as its Designated Agent for the service of process.

Dated this 22nd day of July, 1998.

BY: 
OFFICER

ACKNOWLEDGEMENT

Having been named to accept service of process for the stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree with the provisions of Florida Statutes.

Dated this 22nd day of July, 1998.


RESIDENT AGENT


FILED
98 AUG 10 AM 9:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

On this day personally appeared before me, Joan Robbins as
President/Secretary, subscriber to the foregoing Articles of
Incorporation, and has stated that she executed these Articles of
Incorporation for the purposes therein expressed and as such officer of
said corporation.

Dalay Delarosa
NOTARY PUBLIC
STATE OF FLORIDA

MY COMMISSION EXPIRES:

 DALAY DELAROSA
My Comm Exp. 4/07/2001
Bonded By Service Ins
No. CC636413
Personally Known [] Other I.D.