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October 6, 1998

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

RE: Sara Christopher's, Inc.

200002660682--0
-10/09/98--01070--021
*****122.50 *****78.75

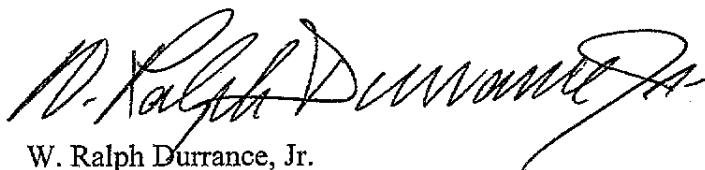
Dear Sirs,

Enclosed for filing are the Articles of Incorporation of Sara Christopher's, Inc..

Would you please provide me with a certified copy of the Articles of Incorporation.

My check in the amount of \$ 122.50 is enclosed.

Respectfully Yours,



W. Ralph Durrance, Jr.

WRD/jal
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT - 9 AM 8:59

B. BROCK OCT 13 1998

ARTICLES OF INCORPORATION

OF

SARA CHRISTOPHER'S, INC.

ARTICLE I. - NAME

The name of this corporation is SARA CHRISTOPHER'S, INC..

ARTICLE II. - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 126 S. Kentucky Avenue,
Lakeland, Florida, 33801.

ARTICLE III. - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE IV. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1225 Timberidge
Loop North, Lakeland, Florida, 33809, and the name of the initial registered agent of this
corporation at that address is ANESSA HUNT AFRASIABI.

ARTICLE V. - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

ANESSA HUNT AFRASIABI
1225 Timberidge Loop North
Lakeland, Florida, 33809

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 06 day of October, 1998.


ANESSA HUNT AFRASIABI

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -9 AM 8:59

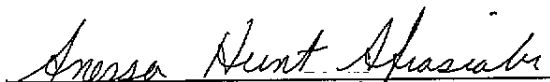
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is SARA CHRISTOPHER'S, INC..
2. The name and address of the registered agent and office is:

ANESSA HUNT AFRASIABI

1225 Timberidge Loop North
Lakeland, Florida, 33809


ANESSA HUNT AFRASIABI

DATE: October 6, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


ANESSA HUNT AFRASIABI

DATE: October 6, 1998

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SECRETARY OF STATE
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