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February 10, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/12/99--01060--010
*****78.50 *****78.50

Re: Secret's Consignment & Boutique, Inc.

Dear Sir/Madam:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, certify and indicate the filing date on the copy, and return the certified copy to me:

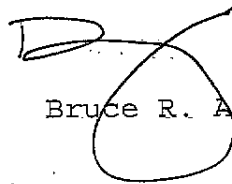
Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

- A. Articles Of Incorporation filing fee: \$35.00
- B. Certified copy of Articles Of Incorporation: 8.75
- C. Registered Agent Designation Filing Fee: 35.00

\$78.75

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,



Bruce R. Abernethy, Jr.

BRA/jlb
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
FEB 12 AM 11:17

FILED

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6

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99 FEB 12 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SECRET'S CONSIGNMENT & BOUTIQUE, INC.

ARTICLE I - NAME

The name of the corporation is SECRET'S CONSIGNMENT & BOUTIQUE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually commencing as of the date these Articles are filed with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the Florida General Corporation Law.

ARTICLE IV - CAPITAL STOCK

The corporation shall have the authority to issue Five Thousand (5,000) shares of common stock.

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered agent and principal office of this corporation is 2519 S. U.S. 1, Fort Pierce, FL 34982, and the name of the initial registered agent of this corporation at that address is Linda Hamby. The mailing address of the Corporation is 2519 S. U.S. 1, Fort Pierce, FL 34982.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Linda Hamby	2730 Fairway Drive Fort Pierce, FL 34982
Susan Testa	1723-A Mariners Cove Fort Pierce, FL 34950

ARTICLE VII - INCORPORATORS

The name and mailing address of the persons signing these Articles of Incorporation are:

Linda Hamby	2730 Fairway Drive Fort Pierce, FL 34982
Susan Testa	1723-A Mariners Cove Fort Pierce, FL 34950

ARTICLE VIII - OFFICERS

The following named persons shall be officers of this corporation from its inception and until their successors are duly elected and qualified:

Linda Hamby	President
Susan Testa	Secretary

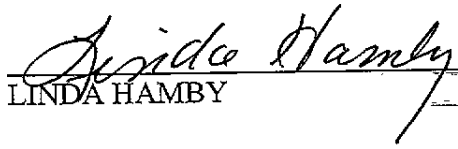
ARTICLE IX - AMENDMENT

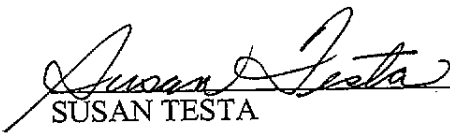
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 10th day of February, 1999.


LINDA HAMBY


SUSAN TESTA

STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared LINDA HAMBY, known to me or who has produced a valid Drivers License as identification and who did not take an oath, and who executed the foregoing Articles of Incorporation, and se acknowledged before me that se executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 10th day of February, 1999.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE.

Printed, Typed, or Stamped Name of
Notary)

NOTARY STAMP:



BRUCE R. ABERNETHY, JR.
MY COMMISSION # CC452300 EXPIRES
July 18, 1999
BONDED THRU TROY FAIN INSURANCE, INC

STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared SUSAN TESTA, known to me or who has produced a valid Drivers License as identification and who did not take an oath, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 10th day of February, 1999.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

Printed, Typed, or Stamped Name of
Notary)

NOTARY STAMP:



BRUCE R. ABERNETHY, JR.
MY COMMISSION # CC452300 EXPIRES
July 18, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In accordance with the provisions of Chapter 48.091, Florida Statutes, SECRET'S CONSIGNMENT & BOUTIQUE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Fort Pierce, County of St. Lucie, State of Florida, has named LINDA HAMBY, whose address is 2730 Fairway Drive, Fort Pierce, FL 34982 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.

DATED: 2/10/99


LINDA HAMBY

FILED
99 FEB 12 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA