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* OF COUNSEL

• ADMITTED TO U.S. SUPREME COURT
▼ ALSO ADMITTED TO TENNESSEE BAR
† ADMITTED TO 11TH CIRCUIT COURT OF APPEALS
◆ ADMITTED TO U.S. DISTRICT COURT FOR SO. DIST. OF FLORIDA

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PLEASE REFER TO
OUR FILE #

2036-9

February 2, 2000

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

Attn: Bobbie Cox

800003128768--5
-02/09/00--01014--002
*****78.75 *****78.75

Re: Clara's Closet Thrift Shoppe, Inc.

Dear Ms. Cox:

In regard to the above corporation, enclosed please find an original and one copy of the Articles of Incorporation to incorporate as a Florida not for profit corporation. As you mentioned would be required, please find enclosed the Articles of Dissolution and supporting Affidavit.

Also enclosed is my trust account check number 009401 in the sum of $78.75 for the filing fees required in this connection. Please send the Certificate of Incorporation and Articles of Incorporation stamped by the Secretary of State to the undersigned when completed.

Thank you for your assistance and attention to this matter.

Very truly yours,

KEVIN L. HAGEN
KLH:hlk
Enclosures
cc: Clara's Closet

FILED
2000 FEB -9 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

bc

2000 FEB -9 AM 8:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT AS TO
ARTICLES OF INCORPORATION
OF
Clara's Closet Thrift Shoppe, Inc.

Pursuant to the provisions of Chapters 607 and 617 of the Florida Statutes, the undersigned affiant for the above corporation states as follows:

1. That affiant has no intention of revoking this decision.

2. That affiant has filed Articles of Dissolution for the Florida profit corporation, Clara's Closet Thrift Shoppe, Inc.

3. That the Affiant has filed articles of incorporation for the corporation to engage in any or all lawful business for which corporations may be incorporated under Chapter 617 of the Florida Not For Profit Corporation Act and as may be amended.

IN WITNESS WHEREOF, I, the President/Chairman of the Board, has executed this Affidavit on this 8 day of February, 2000.

Barbara G Hagen (SEAL)
Barbara G. Hagen

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared to me, Barbara G. Hagen, well known and known to me to be the individual described in, and who executed the foregoing Affidavit, and she acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Dania, County of Broward, State of Florida, this 2 day of Feb. A.D., 2000.

Maria R. Tillit

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

Maria R Tillit
My Commission CC777822
Expires September 23, 2002

2000 FEB -9 AM 8:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF A GENERAL
NOT FOR PROFIT CORPORATION
Clara's Closet Thrift Shoppe, Inc.

The undersigned being natural persons of the age of eighteen years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not for Profit Corporation Law" of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

CORPORATE NAME

The name of this corporation is Clara's Closet Thrift Shoppe, Inc. The principal place of business and mailing address for the corporation is: 815-817 N. State Road 7, Hollywood, Florida 33021.

ARTICLE II

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law. The corporation shall be effective as of date of filing.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida is: 3531 Griffin Road, Dania, Florida 33133 and the name of its initial registered agent at said address is Max M. Hagen.

ARTICLE IV

NUMBER OF DIRECTORS

This corporation shall have three (3) director initially. The number of directors may be increased or decreased from time to time, by the by-laws adopted by the members, but shall never be less than three (3).

ARTICLE V

INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and addresses of the initial Board of Directors of this Corporation and their offices are:

NAME	ADDRESS
Barbara G. Hagen President	815-817 N. State Road 7 Hollywood, Florida 33021
Vicki Brackett Vice President	815-817 N. State Road 7 Hollywood, Florida 33021
Martin Kaufman Secretary	815-817 N. State Road 7 Hollywood, Florida 33021

ARTICLE VI

PURPOSE

The general purpose or purposes for which the corporation is initially organized shall be for any or all lawful purpose(s) for which corporations may be incorporated under Chapter 617 of the Florida Not For Profit Corporation Act not for pecuniary profit and not specifically prohibited to corporations under other laws of this state as are now or may hereafter be granted; and the corporation shall have the power to take all action and do all things necessary and proper to carry out the foregoing purposes.

ARTICLE VII

SUBSCRIBER

The name and address of the incorporator is:

NAME	ADDRESS
Barbara G. Hagen	815-817 N. State Road 7 Hollywood, Florida 33021

ARTICLE VIII

CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each member shall be entitled to as many votes as shall equal the number of shares which he is entitled to vote multiplied by the number of directors to be elected; and he may cast all such votes for a single director, or may distribute them among any number of directors to be elected.

ARTICLE IX

INUREMENT OF INCOME

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, shall be authorized and empowered to pay reasonable compensation for services rendered and goods received.

ARTICLE X

OPERATIONAL LIMITATIONS

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

ARTICLE XI

AMENDMENT

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 stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII

DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization(s) under the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), as the board of directors shall determine.

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this 2 day of February, 2000.

Barbara G. Hagen (SEAL)
Barbara G. Hagen

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared to me, Barbara G. Hagen, well known and known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Dania, County of Broward, State of Florida, this 2nd day of Feb A.D., 2000.

Maria R. Tillit
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

Maria R Tillit
My Commission CC777822
Expires September 23, 2002

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED
2000 FEB -9 AM 8:1
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT Clara's Closet Thrift Shoppe, Inc.
CORPORATE NAME

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF **HOLLYWOOD, STATE OF FLORIDA**, HAS NAMED **MAX M. HAGEN** LOCATED AT **3531 GRIFFIN ROAD**, CITY OF **DANIA**, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Barbara G Hagen
BY: Barbara G. Hagen
TITLE: President

Dated this 2 day of Feb., 2000.

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Max M. Hagen
MAX M. HAGEN
RESIDENT AGENT

Dated this 2 day of Feb., 2000.