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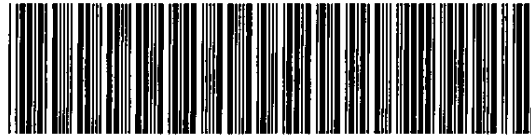
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cs.3-21

STEPHEN M. GUTTMANN

Attorney at Law
314 South Baylen Street
Suite 203
Pensacola, FL 32502
(850) 432-9759
Fax: (850) 497-7096
Email: SGuttman@aol.com

RECEIVED

MAR 19 2007

Sec. of State's Office

March 14, 2007

Secretary of State
The Capitol
Tallahassee, FL 32304

RE: Thrift Store of Pensacola, Inc.

Gentlemen:

We are enclosing herewith the original and one copy of the Articles of Incorporation and Resident Agent forms. We are also enclosing herewith a check for \$70.00 to cover fees.

PLEASE CONTACT MY OFFICE AT MY TOLL FREE NUMBER OF (800) 962-8706 IF YOU HAVE ANY QUESTIONS.

Sincerely,


STEPHEN M. GUTTMANN

SMG/sc

Enclosure

ARTICLES OF INCORPORATION
OF
THRIFT STORE OF PENSACOLA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a not-for-profit corporation under the "Florida Not-For-Profit Corporation Act."

ARTICLE I

CORPORATE NAME

The name of the corporation is THRIFT STORE OF PENSACOLA, INC.

ARTICLE II

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III

COMMENCEMENT OF CORPORATION EXISTENCE

The Corporate existence of the corporation shall commence at the time these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE IV

PURPOSE AND POWERS

The corporation is not organized for pecuniary profit or financial gain, and no part of the corporation's assets or income shall inure to the benefit of any director, officer, employee or member of the corporation except as may be authorized by the Board of Directors, in accordance with the terms and provisions of the Bylaws of the corporation. With respect to the compensation of directors, officers, employees, or members of the corporation for the rendition of unusual or exceptional services to the corporation, they may be paid reasonable compensation.

The purpose for which this corporation is formed, and the powers that may be exercised by the Board of Directors of the corporation, is as follows:

- (A) This corporation shall provide support for children's education and scholarships.

The foregoing clauses shall be construed both as purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the corporation that may be granted by applicable law and any amendments thereto.

ARTICLE V

BOARD OF DIRECTORS

A. NUMBER AND QUALIFICATIONS. The business and affairs of the corporation shall be managed and governed by the Board of Directors. The number of Directors constituting the initial Board of Directors shall be one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the corporation, but in no event shall there be less than one director.

B. DUTIES AND POWERS. All of the duties and powers of the Corporation existing under these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees.

C. ELECTION; REMOVAL. Directors of the corporation shall be elected at the Annual Meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

D. TERM OF INITIAL DIRECTORS. The Incorporator shall appoint the members of the first Board of Directors, for a period as described in the Bylaws.

E. INITIAL DIRECTORS. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows: Stephen M. Guttman, 314 South Baylen Street, Suite 203, Pensacola, FL 32502.

ARTICLE VI

OFFICERS

The affairs of the Corporation shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected as described in the Bylaws.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of the corporation is as follows: Stephen M. Guttmann, 314 South Baylen Street, Suite 203, Pensacola, FL 32502.

The principal place of business and mailing address of this corporation shall be as follows: 2600 North "T" Street, Pensacola, FL 32505.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT


The physical location of the initial registered office of the corporation is as follows: 314 South Baylen Street, Suite 203, Pensacola, FL 32502, and the name of the initial registered agent of the corporation as said address is as follows: Stephen M. Guttmann, 314 South Baylen Street, Suite 203, Pensacola, FL 32502.

ARTICLE IX

DISSOLUTION

Upon dissolution of this organization, assets will be delivered to Sacred Heart Cathedral School, 1603 North 12th Avenue, Pensacola, FL 32503.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this the 13th day of March, 2007.



STEPHEN M. GUTTMANN,
Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized by the State of Florida and County named above, to take acknowledgments, personally appeared STEPHEN M. GUTTMANN, to me known to be the person(s) described as the Subscriber(s), in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal this the ____th day of March, 2007.

(Notary Seal)

NOTARY PUBLIC

My Commission Expires:

CERTIFICATE DESIGNATING RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST: That THRIFT STORE OF PENSACOLA, INC., desiring to organize under the laws of the State of Florida, and its principal office as indicated in the Articles of Incorporation at City of Pensacola, County of Escambia, State of Florida, has named Stephen M. Guttman as its resident agent.

ACKNOWLEDGMENT

Having been named as resident agent for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the said act, relative to keeping open said office.



STEPHEN M. GUTTMANN

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TALLAHASSEE, FLORIDA