

PO0000001095

ROSEMARY LEONE  
301 East First Street  
Sanford, FL 32771

December 27, 1999

FILED

99 DEC 28 AM 9:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE

**VIA U.S.P.S. MAIL**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32314

12-31-99  
200003081822--1  
-12/28/99--01048--006  
\*\*\*\*\*79.75 \*\*\*\*\*79.75

Re: **DELILAH'S ANTIQUES & COLLECTIBLES, INC.**  
**ARTICLES OF INCORPORATION**  
Effective Time and Date 9:00 A.M., December 31, 1999

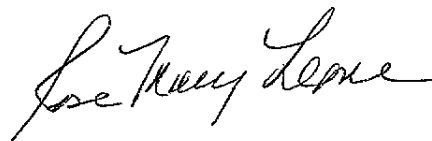
Dear Sir or Madam:

**ENCLOSED** are the original and a photocopy of the signed Articles of Incorporation for the above referenced company, **TEN (10) PAGES** (coversheet and contents table not filed). Also **ENCLOSED** is my fee check for **\$79.75** (\$35.00 filing, \$35.00 Registered Agent Designation, \$9.75 for optional return of a certified copy of 10 pages plus \$1 per added page).

The effective time and date of the Articles, if different from the filing date, is indicated above, and is specified in the Articles themselves. If you need further information, please contact me at (407) 330-2272.

Please expedite the return of the certified Articles via the **ENCLOSED** USPS overnight envelope. Thank you for your consideration.

Yours very truly,



ROSEMARY LEONE

**ENCLOSURES**

Articles of Incorporation (original and photocopy, 10pp. w/o cover/ contents)  
Check for \$79.75  
USPS overnight return envelope

COVER AND CONTENTS OF ARTICLES OF INCORPORATION FOR  
DELILAH'S ANTIQUES & COLLECTIBLES, INC.

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PH 1/5/2000 ✓

**ARTICLES OF INCORPORATION**

of

**DELILAH'S ANTIQUES & COLLECTIBLES, INC.**

a for profit corporation formed under  
Florida Statutes Chapter 607,  
The Florida Business Corporation Act  
(formerly the Florida General Corporation Act)

**New Elements And Derivatives Copyright 1993 – 1999:**

JAMES R. LEONE	(407) 805-9200
Attorney at Law	FAX 805-9030
1275 Lake Heathrow Lane, Suite 115B	P.O. Box 948202
Heathrow, Florida 32746	Maitland, Florida 32794-8202

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New Elements And Derivatives Copyright 1993 – 1999:

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**JAMES R. LEONE**

Attorney at Law

1275 Lake Heathrow Lane, Suite 115B  
Heathrow, Florida 32746

Phone: (407) 805-9200

Fax: (407) 805-9030

P.O. Box 948202

Maitland, Florida 32794

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-31-99

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**ARTICLES OF INCORPORATION**

of

**DELILAH'S ANTIQUES & COLLECTIBLES, INC.**

a for profit corporation formed under  
Florida statutes Chapter 607,  
The Florida Business Corporation Act  
(formerly the Florida General Corporation Act)

**ARTICLE I – NAME**

The name of this corporation is:

**DELILAH'S ANTIQUES & COLLECTIBLES, INC.**

**ARTICLE II – PRINCIPAL OFFICE STREET AND MAILING ADDRESS**

The street address of the initial principal office and, if different, the mailing address of the corporation, is as follows:

301 East First Street  
Sanford, FL 32771

Mailing Address:  
same

## ARTICLE III – CAPITAL STOCK

### 3A. Number And Classes Of Shares

3A(1) Total Shares Issuable: Applicable Terms. The number of shares of capital stock this corporation is authorized to issue and have outstanding at any one time is **ONE THOUSAND (1,000) shares** all with NO PAR OR STATED VALUE unless otherwise specified herein. If a par or stated value is specified, stock may not be originally issued by the corporation for a consideration of less than par or stated value. Stock shall be issued only for consideration, as permitted by law, and the dollar value thereof shall be determined by the Board of Directors. For accounting and other purposes, any required allocation of consideration for shares with no par or stated value shall be \$.0001 per share for paid in capital or as otherwise legally determined by the Board of Directors or its delegates. The corporation's stock authorized for issuance pursuant to the provisions of applicable law, consists of the following number of shares and classes, subject to any legally permissible terms set forth in these Articles.

#### 3A(2) Common Shares.

**ONE THOUSAND (1,000) Common Shares**

all with NO PAR OR STATED VALUE unless otherwise specified herein

3A(3) Certain Terms Of Shares. As required by law, each class or series of any class of shares of stock shall be designated herein by amendment prior to issuance, as Preferred Shares or by name and /or letter or number, but such name shall be (a) other than Common Shares if entitled to preference in the distribution of dividends or assets, or (b) other than Preferred Shares if not entitled to preference in the distribution of dividends or assets.

### 3B. Common Stock Series: Voting And Dissolution Rights Of Common And Other Stock.

3B(1) Common Stock Rights In General. Common Shares shall have all of the proprietary interests in the corporation, nonexclusively including all rights as to voting, dividends, and assets, except as expressly provided to the contrary herein or by operation of law, and subject only to any preferences and rights expressly granted to any other class or series of securities.

3B(2) Voting Rights. Common Stock, Series B, has unlimited voting rights, and Series A Common shares have no voting rights except as absolutely required by law, but additional classes or series of voting shares of any nature may be established to the extent permitted by law. References to "vote" or "voting" herein, in the Bylaws, or other governing documents, shall be deemed to include action by written consent to the full extent permitted by law.

3B(3) Rights To Assets Following Dissolution. Unless otherwise specified, holders of Common Shares are entitled to receive prorata share by share the net assets of the corporation following dissolution (and liquidation of assets and payment of creditors), but additional classes or series of shares or other securities of any nature entitled to receive the net assets of the corporation following dissolution (and liquidation of assets and payment of creditors) may be established to the extent permitted by law.

3B(4) Other Series Of Common Stock. Series of Common Shares may be established by the Board of Directors. Series A and B are identical except as to voting rights.

3B(5) Cross Reference To Stock Designation Requirements Of Law. See "Certain Terms Of Shares", Section 3A (4), herein.

### 3C. Additional Classes Or Series; Redesignation Of Securities.

3C(1) Board Power To Designate Securities And Fix Terms. The Board of Directors shall have full authority to the extent permitted by law to amend these Articles to establish one or more classes or series of any common, preferred, special or other class or series of stock or other securities, to designate same, and to fix and determine the variations in the relative rights, preferences and limitations between classes or series. See "Certain Terms Of Shares", Section 3A(4) herein. Also, the Board of Directors may redesignate the title of any class or series of any outstanding or unissued securities in a distinguishable manner from every other class or series, by amendment hereto. The Board of Directors may or may not require or permit replacement of any securities certificates to show the new designation at any time other than upon transfer, subdivision or consolidation of holdings, upon which events replacement shall be required.

### 3D. Stock Repurchase Provisions

3D(1) Voluntary Or Mandatory Redemption. As to every share of stock including the initial shares issued, the Board of Directors shall approve

prompt repurchase thereof upon written request of the holder thereof or on the Board's own motion.

3D(2) 20% Per Year Redemption Limit. Unless otherwise mutually agreed in a writing signed by a shareholder and the corporation, or unless the Board of Directors shall otherwise determine, such repurchase shall be limited to an aggregate of TWENTY PERCENT (20%) of the outstanding stock on January 1 each year. The annual 20% allocation shall first be made available pro rata as to all shares as to which a written notice of redemption is actually received from shareholders during January of a given year. Any remainder shall be available for repurchases thereafter initiated by notice(s) actually received from the Board or shareholders, on a first come, first serve basis, beginning at the opening of business on the first regular business day in February.

3D(3) Redemption Price Determination.

3D(3)(A) General Redemption Price Terms. Such repurchase shall be at the current fair market value of the stock as a pro rata percentage of the total value of the corporation. Such value shall be determined by good faith agreement or else will be the average of values reported by up to three (3) independent professional appraisers, one each chosen and paid, respectively, by the holder, the corporation, and the third to be chosen by both appraisers (if chosen), and paid equally by the holder and the corporation. Nevertheless, any lower redemption call price available to the corporation which has been established as to a particular class or series of stock shall prevail, in order to avoid waste of corporate assets.

3D(3)(B) Redemption Price Minimum And Time Restrictions. In no event shall shareholders be paid a redemption price less than any minimum redemption price specified in a document pursuant to which they acquired their shares, even if such redemption price exceeds fair market value at any time, so long as such redemption price does not exceed two hundred percent (200%, or double) the fair market value of consideration received by the corporation for such shares, when received.

By terms specified in a document pursuant to which shareholders acquired their shares, redemption may be conditioned upon some occurrence or passage of time, but in no event may such delay prevent redemption hereunder beyond sixty (60) months from the date consideration is received (assuming the consideration is only subject to normal collection, such as regular payment on a check or other instrument of consideration).



3D(4) Redemption Effective Upon Mailing Payment. Repurchase is effective for all purposes upon the sending of (A) the repurchase price in cash (deemed to include a check immediately collectible in funds local to the principal corporate office) by postpaid mail and (B) notice thereof sent by separate postpaid mailed envelope. Each such mailing shall be sent to the last known address of record of the shareholder (with a duplicate notice to any different known address). Each mailing shall be receipted with evidence of deposit thereof. Each mailing shall be sent by U.S. Mail or by any other national commercial delivery service giving evidence of deposit for delivery. Such forms of mailing are collectively referred to as "**Deposit Receipt Mailing**". Any payment returned for any reason shall be deposited promptly with a bank, trust company, or other financial institution upon an irrevocable obligation to pay the former shareholder the redemption price upon surrender of the shares, and to remit the interest back to the corporation except to the extent otherwise agreed.

3D(5) Payment By Promissory Note Issuance. However, if readily available cash does not permit full payment in cash, payment may be made by issuance of a one-seventh cash down payment and a promissory note payable without interest in six equal monthly installments. Such note shall be secured by all the stock. The certificate (or any other tangible evidence of rights) to the stock shall be held by an attorney at law as escrow agent, who is named by the corporation. The corporation shall instruct the transfer agent not to register any transfer thereof except by the escrow agent or by mutual agreement signed by the shareholder and the corporation.

3D(6) Redemption Rescindable For Default Under Note. At the shareholder's option, such repurchase may be rescinded in its entirety or as to the unpaid portion thereof, upon the corporation's default under such a promissory note uncured for fourteen (14) days following the shareholder's sending of a sworn notice of default to the corporation by certified mail, return receipt requested, or by another form of Deposit Receipt Mailing, with provision also made for delivery receipt. Such option may be exercised by, and shall be effective upon, such sending of notice of rescission. If monies actually received are not returned with the notice of rescission, then rescission shall be deemed to be exercised only as to unpaid shares.

3D(7) No Prejudicial Effects On Voting Or Others Rights Until Note Is Paid. until any such repurchase note is paid in full, or a partial or complete rescission is effected on the corporation's books, no action shall be taken or permitted which is or would be dilative to any extent or otherwise materially prejudicial to the selling shareholder's voting power or other rights in the event a rescission should occur, except that remaining shareholders may duly replace directors (and directors may duly replace officers), all without cause.

3E. Bylaws May Define And Clarify Articles Provisions. To the extent permitted by Florida Statutes Section 607.0601(3)(b) or otherwise the Bylaws may define and clarify any provisions contained herein relating to stock shares or other securities, or other matters in these Articles.

#### ARTICLE IV – REGISTERED OFFICE AND AGENT APPOINTMENT

The street address of the registered office of this corporation shall be:

301 East First Street  
Sanford, FL 32771

The name of the registered agent of this corporation at the registered office of this corporation shall be:

**ROSEMARY LEONE**

The written statement of the simultaneous acceptance of appointment of the registered agent, required by Florida Statutes Sections 607.0501(3) and 607.0505, is enclosed with this appointment.

#### ARTICLE V – INCORPORATOR(S)

The name and address of each incorporator of the corporation is:

Name	Address
<b>ROSEMARY LEONE</b>	301 East First Street Sanford, FL 32771

#### ARTICLE VI – DURATION; EFFECTIVE COMMENCEMENT DATE

This corporation shall exist perpetually. This corporation shall commence at the time and on the date of filing of these Articles, unless

(A) these Articles are filed within five (5) business days after an earlier date stated herein, in which case the earlier date specified herein shall be the effective date, or

(B) a later date is stated herein which is within ninety (90) days after the date of filing, in which case such later date shall be the effective date.

Any such different commencement date and time shall be:

**DATE: December 31, 1999 and TIME: 9:00 a.m. Eastern Standard Time**

If no time is specified on an effective date (different than the filing date), then the Articles shall become effective as of the close of business on such different date.

#### ARTICLE VII – CERTAIN STATUTORY EXCEPTIONS

This corporation hereby elects to be excepted from the following provisions of law or any comparable replacement provisions:

Florida Statutes Section 607.0901 "Affiliated Transactions", as permitted by Subsection (5) therein.

Florida Statutes Section 607.0902, "Control-Share Acquisitions", as permitted by Subsection (5) therein.

#### ARTICLE VIII – AMENDMENT

8A. General Amendment Provision. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or the corporation's Bylaws, or in any amendment hereto, and all rights conferred upon the shareholders are subject to this reservation. See "Bylaws May Define And Clarify Articles Provisions", Section 3D herein.

8B. Amendment Of Articles Or Bylaws For Supermajority Quorum Or Vote Requirement; Delayed Repeal Of This Provision. Any provision of these Articles of Incorporation or the corporation's Bylaws requiring more than a majority quorum or vote of directors or shareholders may be adopted and may be amended or repealed, in each case, only by the percentage vote specified in such provision, so long as this requirement is in effect in this form. This requirement shall remain in effect in this form (A) until amended or repealed by unanimous vote(s), unless it is legally permissible for it to remain in this form as follows, (B) for six (6) months after the taking of a majority shareholders vote or the giving of all the necessary signatures on a majority shareholders consent, pursuant to which vote or consent this requirement is to be repealed or amended or replaced in any fashion directly

or indirectly (nonexclusively including by merger with, or by sale of assets to, a commonly controlled entity) effectively lowering or permitting lowering the vote so required. See Florida Statutes Sections 607.0725, 607.0726, 607.0727, 607.1020, 607.1021, 607.1022.

#### ARTICLE IX – DIRECTORS

9A. Number Of Directors; Bylaws Automatically Amended to Reflect Number of Directors. The number of directors of this corporation shall be **TWO (2)**. The number of directors may be increased or decreased from time to time by the Bylaws but never shall be less than one, as required by Florida Statutes Section 607.0803. Any duly adopted resolution adding or removing a Director, or setting forth the entire Board of Directors, shall be deemed (automatically, without specific reference to doing so) to amend the Bylaws to the extent necessary to reflect an change in their number, and to reflect a number of Director positions greater than the number of persons named Directors if same is specifically provided for.

9B. Present Directors And Officers. The name and address of each director and officer of this corporation are as follows:

Name	Address	Office
Rose Mary Leone	301 East First Street Sanford, FL 32771	Co-Chairman President Secretary Treasurer Director
Judy Criss	301 East First Street Sanford, FL 32771	Co-Chairman Director

#### ARTICLE X – PURPOSE/BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Florida Statutes, Ch. 607, provided that it will not engage in any act or activity requiring the consent or approval of any government official, department, board, agency or other body of any local, state or federal government having

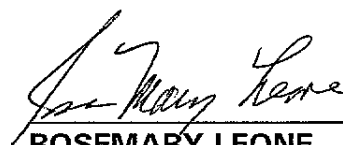
jurisdiction over such act or activity, without obtaining such consent or approval.

#### ARTICLE XI – BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and/or the shareholders, except as otherwise provided by law. However, the shareholders, in amending or repealing the Bylaws generally or a particular Bylaw provision, may provide expressly that the Board of Directors may not (or that only the shareholders may) amend or repeal the Bylaws or that Bylaw provision. See **Article VIII "Amendment"**, herein.

#### SIGNATURE OF INCORPORATOR(S)

IN WITNESS WHEREOF, the undersigned has executed these Articles Of Incorporation as of December 27, 1999.


  
**ROSEMARY LEONE**  
Incorporator

FILED  
99 DEC 28 AM 9:46  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

#### ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statutes Sections 607.0501(3) and 607.0505 I hereby accept appointment as a registered agent of this corporation and will accept service of process in legal proceedings as to the corporation, at the registered office stated herein. I am familiar with and I accept the obligations of that position, including Florida Statutes Section 607.0505, and particularly Subsection (9) as to mailing to the corporation a notice of receipt of a Florida Department of Legal Affairs subpoena to produce testimony and records. I shall comply with the provisions of all statutes relating to the proper and complete performance of my duties.

December 27, 1999

  
**ROSEMARY LEONE**  
Agent For Service

New Elements And Derivatives Copyright 1993 – 1999:

**JAMES R. LEONE**

(407) 805-9200

Attorney at Law

FAX 805-9030

1275 Lake Heathrow Lane, Suite 115B

P.O. Box 948202

Heathrow, FL 32746

Maitland, Florida 32794-8202

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-END OF ARTICLES-