

TRANSMITTAL LETTER
P00000005323

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

SUBJECT: Capell Shoes & Boutique, Inc.
(Proposed corporate name - must include suffix)

EFFECTIVE DATE
01/01/00

300003093618--D
-01/10/00--01112--016
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Capell Shoes & Boutique
Name (Printed or typed)

321 NORTH MARION ST.
Address

LAKE CITY FL 32055
City, State & Zip

904 752-6216
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN 10 PM 1:54

FILED

T. Burch JAN 18 1999

NOTE: Please provide the original and one copy of the articles.

EFFECTIVE DATE

01-01-00

**ARTICLES OF INCORPORATION
OF
CAPELL SHOES & BOUTIQUE, INC.**

FILED
00 JAN 10 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, a natural person to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is CAPELL SHOES & BOUTIQUE, INC., and the mailing address of this corporation is 321 North Marion Street, Lake City, FL 32055.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE III. POWER

This corporation is authorized and empowered to do all things necessary to carry on and accomplish the purposes for which it is organized and chartered, including all authority and power granted by Florida law.

ARTICLE IV. CAPITAL STOCK

Section 1: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal par value of \$1.00 per share.

Section 2: All certificates of stock shall be signed by the President and Secretary and shall be sealed with the corporate seal. Certificates of stock shall be in the form adopted by the stockholders at their first meeting and as attached to the Minutes of the first meeting of the stockholders and identified as the form of the stock certificates for this corporation. All certificates shall be consecutively numbered.

Section 3: In case of loss or destruction of certificate of stock, no new certificate shall be issued in lieu thereof except upon satisfactory proof, to the officers required to sign the same, of such loss or destruction; and upon giving satisfactory security, by bond or otherwise, against loss to the corporation any such new certificates shall be plainly marked "duplicate" upon its face.

ARTICLE V. INITIAL CAPITAL

The amount of capital with which this corporation will begin is not less than Two Hundred

Dollars (\$200.00).

ARTICLE VI. TERM OF EXISTENCE

The corporation is to begin existing January 1, 2000, and perpetually from that day forth.

ARTICLE VII. DIRECTORS

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be the act of the stockholders. Each stockholders shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting or the stockholders for the management of the business of the corporation.

ARTICLE VIII. SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation are:

Name:

Address:

Charles Capell

321 North Marion Street
Lake City, FL 32055

ARTICLE IX. INITIAL ADDRESS

The initial address and registered office of this corporation in the State of Florida shall be: 321 North Marion Street, Lake City, FL 32055. The stockholders may from time to time move the principal or registered office to any other address in Florida. The name of the initial registered agent at such address is Charles Capell, and the mailing address of registered agent is 321 North Marion Street, Lake City, FL 32055.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the stockholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

ARTICLE XI. OFFICERS

Officers of this corporation shall not be required to be stockholders.

**ARTICLE XII.
UNISSUED STOCK AND RESTRICTION ON SALE
OR DISPOSITION OF STOCK**

The corporation shall have the power to include in its by-laws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders during their lifetime and in the event of death of any of its stockholders.

Elaine R. Davis
Witness

Charles Capell
Charles Capell

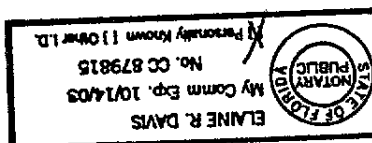
Carol H. Leijet
Witness

**STATE OF FLORIDA
COUNTY OF COLUMBIA**

The foregoing instrument was acknowledged before me this 7th day of Jan., 1999, by Charles Capell, who is personally known to me or who has produced 2000. as identification, and who did not take an oath.

Elaine R. Davis
Notary Public

(Notary Seal)



STATE OF FLORIDA

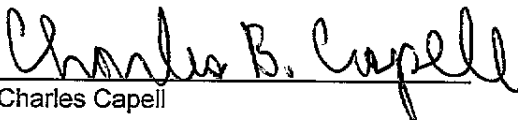
**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.09i, Florida Statutes, the following is submitted, in compliance with said Act.

First, that Capell Shoes & Boutique, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as directed in the Articles of Incorporation at the City of Lake City, Florida, has named Charles Capell, 321 Marion Street, Lake City, FL 32055, as its Agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above styled corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act, relative to keeping open said office.


Charles Capell

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN 10 PM 1:54

FILED