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January 19, 2000

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-01/24/00-01104-012
*****70.00 *****70.00

Secretary of State
Bureau of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Friperie, Inc.

Good Morning:

Enclosed are the original and one copy of Articles of Incorporation for the above-referenced corporation, together with Registered agent's Certificate and our check for \$70.00 to cover:

Filing Fee	\$35.00
Certificate Designating Registered Agent	\$35.00
Total	\$70.00

We do not need a Certified Copy of the Articles of Incorporation at this time.

We would appreciate your kindness in helping us expedite this matter.

Sincerely,

Jan J. Hevier

JJH/ph

CC: file

Encl.

FILED
2000 JAN 24 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell JAN 28 2000

FILED

2000 JAN 24 PM 2:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FRIPERIE, INC.

THE UNDERSIGNED subscribers to these Articles of Incorporation each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida; and further do agree to the following conditions of said corporation.

**ARTICLE I
NAME**

The name of this corporation is:

FRIPERIE, INC.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to do all things which natural persons might or could lawfully do in the premises.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7500) shares of common stock having a nominal or par value of \$1.00 per share.

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is \$100.00.

**ARTICLE V
TERM OF EXISTENCE**

This corporation shall have perpetual existence unless dissolved by action of law.

**ARTICLE VI
ADDRESS**

The initial post office address of this corporation in the State of Florida is:

85 Market Street
Apalachicola, Florida 32320

ARTICLE VII DIRECTORS

This corporation shall have not less than two Directors initially. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Laws hereof, but at no time shall there be a number less than two.

ARTICLE VIII INITIAL DIRECTORS AND OFFICERS

The names and post office address of the First Board of Directors and Officers of this corporation are as follows:

NAME	ADDRESS	TITLE
David Kelley	85 Market Street Apalachicola, FL 32320	President/Director
Tammie Kelley	85 Market Street Apalachicola, FL 32320	Secretary/Treasurer/ Director

ARTICLE IX SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agree to take, and the value of the consideration paid therefore are as follows:

NAME	ADDRESS	NO. SHARES	AMOUNT PAID
David Kelley	85 Market Street Apalachicola, FL 32320	50	\$50.00
Tammie Kelley	85 Market Street Apalachicola, FL 32320	50	\$50.00

ARTICLE X RESIDENT AGENT

The Resident Agent is: Jan J. Hevier
41 Commerce Street
Apalachicola, FL 32320

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 stockholder's meeting by a majority of the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 20TH day of January, 2000.

David Kelley
DAVID KELLEY
President

Tammie Kelley
TAMMIE KELLEY
Secretary/Treasurer

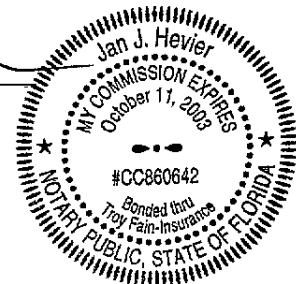
FILED
2000 JAN 24 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF FRANKLIN

The foregoing instrument was acknowledged before me this 20TH day of JANUARY, 2000, by DAVID KELLEY, who is personally known to me and who did take an oath.

WITNESS my hand and official seal this 20TH day of JANUARY, 2000.

[Signature]
NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

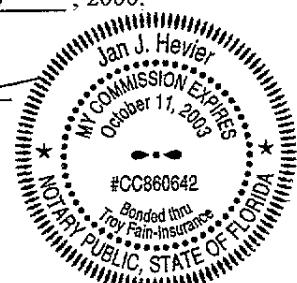


STATE OF FLORIDA
COUNTY OF Franklin

The foregoing instrument was acknowledged before me this 20TH day of JANUARY, 2000, by TAMMIE KELLEY, who is personally known to me and who did take an oath.

WITNESS my hand and official seal this 20TH day of JANUARY, 2000.

[Signature]
NOTARY PUBLIC
State of Florida at Large
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for **FRIPERIE, INC.**, at registered office located at 41 Commerce Street, Apalachicola, Florida 32320, I hereby accept such designation and agree to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

[Signature]
JAN J. HEVIER, Registered Agent