

KAREN O. GAFFNEY, P.A.

ATTORNEY AT LAW

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January 28, 2000

Corporate Records Bureau
Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

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-01/31/00--01122--019
*******78.75 *****78.75**

RE: Blondie's Boutique, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation of Blondie's Boutique, Inc. for filing with your office.

Also, enclosed is our check in the amount of \$78.75 to cover your fee.

Please return the certified copy and letter of acknowledgement to my office.

Thank you for your assistance in this matter.

Yours truly,

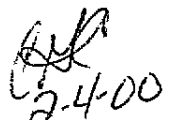
KAREN O. GAFFNEY, P. A.

By:


Karen O. Gaffney

KOG/eve
Enclosures

FILED
00 JAN 31 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


2-4-00

ARTICLES OF INCORPORATION
OF
BLONDIE'S BOUTIQUE, INC.

FILED
00 JAN 31 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is BLONDIE'S BOUTIQUE, INC. Its principal place of business is 207 North Apopka Avenue, Inverness, Florida 34450.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

1. To purchase, improve, develop, hold, and own real estate, and lease, mortgage, and sell the same in such parts or parcels, improved or unimproved, and on such terms as to time and manner of payment as this corporation may, by its Board of Directors, agree upon.
2. To maintain and keep places for storage and warehouses for the storage and deposit of goods and merchandise of all kinds and descriptions, and conduct all business appertaining thereto, including the making of advances on goods, stored and deposited with it, and to have and to receive all the rights and emoluments thereto belonging.
3. To carry on business in the United States and elsewhere as factors, agents, commission merchants or merchants to buy, sell, and deal in, at wholesale or retail, merchandise, goods, wares and commodities of every sort, kind or description, and to carry on any other business, whether manufacturing or otherwise, which can be conveniently carried on with any of the company's objects; to open stores, offices or agencies throughout the United States or elsewhere, or to allow or cause the legal estate and interest in any properties or business acquired,

established or carried on by the company to remain or be vested in the name of or carried on by any other company formed or to be formed, and either upon trust for or as agents or nominees of this company, and to manage the affairs or take over and carry on the business of any such other company formed or to be formed, and to exercise all or any of the powers of any such company, or of holders of shares of stock or securities thereof, and to receive and distribute as profits the dividends and interest on such shares of stock and securities; to purchase or otherwise acquire and undertake all of any part of the business, property and liabilities of any persons or company, carrying on any kind of business which this company is authorized to carry on; to enter into partnership or into any arrangement for sharing profits, union of interest, reciprocal concessions, joint venture, or cooperate with any person which this company is authorized to carry on; or any business or transaction capable of being conducted, so as, directly or indirectly, benefit this company.

4. To lend money, either with or without security, and generally to such persons and upon such terms and conditions as this corporation may think fit, and in particular for the purpose of undertaking to build or improve any property in which this corporation is interested as tenants, builders and contractors.

5. To instruct, research and design products for underwater rescue and recovery.

6. To purchase and sell for others personal property, stocks, bonds and notes, and to negotiate loans thereon for others.

7. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, and merchandise, and real and personal property of every class and description.

8. To acquire and pay for, in cash or otherwise, stocks and bonds of this corporation, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligation or liabilities of any person, firm, association or corporation.

9. To acquire, hold, use, sell, assign, lease, grant licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

10. To guarantee, purchase, hold, vote, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of or any bonds, securities or evidence of indebtedness created by any other corporation or corporations organized under the laws of this State or any other state, country, nation or government, and while the owner thereof, to exercise all the rights, powers and privileges of ownership.

11. To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage pledge, deed of trust or otherwise.

12. To purchase, hold, sell and transfer the shares of its own capital stock; **PROVIDED**, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and **PROVIDED FURTHER**, that shares of its own capital stock belonging to it shall not be voted upon, directly or indirectly.

13. To have one or more offices to carry on all or any of its operations and business without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories, or colony or country.

14. To purchase, sell, acquire, trade and/or develop real property, mortgages

and other security instruments.

15. In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of the State of Florida upon corporation, and to do any or all the things set forth above to the same extent as natural persons might or could do.

16. To transact any or all lawful business.

The foregoing clauses shall be construed both as objects and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

The above and foregoing businesses enumerated are intended as illustrative and not restrictive, and this corporation shall have the power to handle such other business or businesses, either in its own behalf or as agent or broker for others, and shall further engage in any or all like or kindred businesses which may be necessary or profitable in conjunction with the businesses above enumerated; and generally shall have and exercise all powers, privileges and immunities of businesses of like kind and nature incorporated under the laws of the State of Florida, and shall enjoy the privileges and immunities pertaining to incorporators under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she already holds, shall have the right to purchase her

pro rata share thereof [as nearly as may be done without issuance of fractional shares] at the price at which it is offered to others.

ARTICLE VI.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 207 N. Apopka Avenue, Inverness, Florida 34450, and the name of the initial registered agent of this corporation at that address is SANDRA LEE DIXON.

ARTICLE VII.
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial Board of Directors of this corporation are:

Sandra Lee Dixon	207 North Apopka Avenue Inverness, Florida 34450
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ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Sandra Lee Dixon	207 North Apopka Avenue Inverness, Florida 34450

ARTICLE IX. BYLAWS

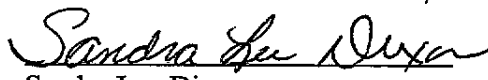
The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in

these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

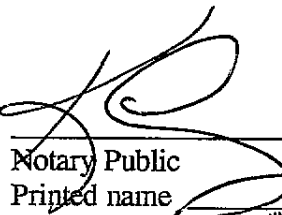
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 25 day of January, 2000.


Sandra Lee Dixon

STATE OF FLORIDA

COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this the 25 day of January, 2000, by Sandra Lee Dixon, who is personally known to me or who did produce _____ as identification, and who did not take an oath.


Notary Public
Printed name _____

Commission Expires
Commission Number _____



Karen O. Gaffney
MY COMMISSION # CC660212 EXPIRES
July 24, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


**CERTIFICATE 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 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - BLONDIE'S BOUTIQUE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, as City of Inverness, County of Citrus, has named SANDRA LEE DIXON, located at 207 North Apopka Avenue, City of Inverness, State of Florida 34450, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

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


SANDRA LEE DIXON
Registered Agent

FILED
00 JAN 31 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA