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- TAMPA -
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AFFILIATE - COSTA RICA

January 28, 2000

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*****78.75 *****78.75

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

RE: Madhatters' Emporium, Inc./General Business Matters
Our File No. 423123.01

Dear Sirs:

In connection with the above-captioned matter, enclosed please find two original sets of Articles of Incorporation and Certificate Designating Resident Agent for filing with the Department of State.

Enclosed is a check in the amount of \$78.75 to cover the cost of filing the Articles of Incorporation. Please certify the second set of original Articles of Incorporation and return it to us for our records.

If you have any questions, please feel free to call us. Thank you in advance for your prompt attention to this matter.

Very truly yours,

SALEM, SAXON & NIELSEN, P.A.



Charlotte R. Barone

Paralegal

cb

Enclosures

cc: J. Frazier Carraway, Esq. (w/o enclosures)

FACLPATTERSONLETRMHELSOS

FILED
00 JAN 31 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch FEB 4 2000

ARTICLES OF INCORPORATION

OF

MADHATTERS' EMPORIUM, INC.

FILED
00 JAN 31 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, by and through the provisions of the statutes of the State providing for the formation, liabilities, rights and privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is *MADHATTERS' EMPORIUM, INC.* hereinafter called the "Corporation").

ARTICLE II

PERIOD OF DURATION

The duration of this Corporation is to be perpetual.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business and objects to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To such extent as a corporation organized under the laws of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote

the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the laws of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.

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

(c) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such business of which may seem capable of being dealt with profitably in connection with any of the said businesses.

(d) To purchase, hold, sell, improve, and lease real estate, and to mortgage and encumber the same and to erect, manage, care for and maintain buildings thereon. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters of patent of the United States, or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names or pending applications therefor, relating to or useful in connection with any business of the Corporation or other corporation in which the Corporation may have an interest as a stockholder or otherwise.

(e) To hold, purchase or otherwise acquire or be interested in, to sell, assign, pledge, or otherwise dispose of capital stock, bonds, or other evidences of debt issued or created by any other corporation, whether foreign or domestic or whether now or hereafter organized and while the holder of such shares of stock to exercise all the rights and privileges of ownership, including the right to

vote thereon, to the same extent as a natural person might or could do, and, subject to the provisions of law, to purchase or otherwise acquire, hold and reissue the shares of its own capital stock.

(f) In general, to have and exercise any other powers conferred by the laws of the State of Florida, upon corporations generally, it being hereby expressly provided that the foregoing numeration of specified powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

ARTICLE IV

AUTHORIZED STOCK

1. The aggregate number of shares which this Corporation shall be authorized to issue is Seven Thousand Five Hundred (7,500) shares of common stock with a par value of One Dollar (\$1.00) per share. The Corporation shall not have the authority to issue shares in series.

2. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation fixed by the Board of Directors.

3. Property or labor may also be purchased with the capital stock of this Corporation at such valuation as may be fixed by the Board of Directors.

ARTICLE V

CAPITAL

The amount of capital with which the Corporation shall begin business shall be Five Hundred Dollars (\$500.00).

ARTICLE VI

REGULATION OF INTERNAL AFFAIRS

1. **Meetings of Shareholders and Directors.** Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Code of By-Laws or by resolution of the Board of Directors.
2. **Code of By-Laws.** The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to amend or repeal the By-Laws or to adopt a new Code of By-Laws shall be in the Shareholders, but the affirmative vote of the holders of a majority of the shares outstanding shall be necessary to exercise that power. The Code of By-Laws may contain any provisions for the regulation and management of this Corporation which are consistent with the Laws of the State of Florida and these Articles of Incorporation.
3. **Contracts in Which Directors Have an Interest.** Any contract or other transaction of this Corporation with any person, firm or corporation or any contract or other transaction in which this Corporation is interested shall not be invalidated or affected by (a) the fact that one or more of the Directors of this Corporation is interested in or is a Director or Officer of another corporation; provided that the acts of any Director so interested are made in good faith, or, (b) the fact that any Director, individually or jointly with others, may be a party to, or may be interested in the contract or transaction; provided that the acts of any Director so interested are made in good faith, and each person who may become a Director of this Corporation is hereby relieved from any liability that

might otherwise arise by reason of his contracting with this Corporation for the benefit of himself or any firm or corporation in which he may be interested.

4. **Compensation of Directors.** The Board of Directors shall have the authority to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which compensation shall be paid. Any Director may also serve the Corporation in any other capacity and receive compensation therefor in any form.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors composed of not less than one (1) person, who need not be a Stockholder. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1) person and none of the Directors need be Stockholders.

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the first Board of Directors of the Corporation, who, subject to the provisions of these Articles of Incorporation and By-Laws and the General Corporate Law of the State of Florida, shall hold office for the first year, or until their successors are elected and have qualified to serve as Directors, are as follows:

Cassandra E. Patterson
212 E. Robertson Street
Brandon, FL 33511

ARTICLE IX

PERFORMANCE OF BUSINESS

The business of the Corporation shall be conducted by a President and Secretary and such other assistant officers as may be deemed appropriate by the Board of Directors at such time and in such manner as may be prescribed by the Code of By-Laws.

ARTICLE X

OFFICERS

The names and addresses of the Officers of the Corporation who shall hold office until the first annual meeting or until their successors are elected and qualified to serve as officers are as follows:

President/Secretary/Treasurer: Cassandra E. Patterson
212 E. Robertson Street
Brandon, FL 33511

ARTICLE XI

SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation, a statement of the number of shares of stock to which he subscribes, and the value that he agrees to pay therefore are as follows:

Cassandra E. Patterson
212 E. Robertson Street
Brandon, FL 33511

500 shares at \$1.00 par value per share

ARTICLE XII

INTENTION OF SUBSCRIBERS

It is the intention of the subscriber to these Articles of Incorporation and to the capital stock as above set forth, that this Corporation shall remain a closed corporation, and that Stockholders of this Corporation may enter into such Stockholder and Trustee Agreements with other Stockholders of this Corporation as they may see fit, in order to carry out this intention; provided, however, that the Stockholder or Trustee Agreements must be noted upon the margin of the stock of the Corporation.

ARTICLE XIII

PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of the Corporation is to be located at 212 E. Robertson Street Brandon, FL 33511 however, with the privilege of having branch offices or places of business in any place or places within or without the State of Florida; the registered agent whose office is located at 11304 Tralee Drive, Riverview, FL 33564-6426 shall be, until otherwise designated, CASSANDRA E. PATTERSON.

ARTICLE XIV

PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration;

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes;

C. Stock issued as compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

D. Stock issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

E. Shares authorized in Articles of Incorporation that are issued within six (6) months from the effective date of incorporation; and

F. Shares sold otherwise than for money. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within forty (40) days after the giving of written notice by the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE XV

AMENDMENTS

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 Stockholders' meeting by a majority of the Stockholders entitled to vote thereon.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 28th day of January, 2000, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

WITNESSES:

Charlotte A. Barone
Katie L. Byrd

Cassandra E. Patterson
CASSANDRA E. PATTERSON

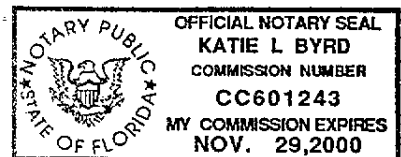
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 28th day of January, 2000, by Cassandra E. Patterson.

Katie L. Byrd
Notary Public, State of Florida

Print, Type or Stamp Name
KATIE L. BYRD

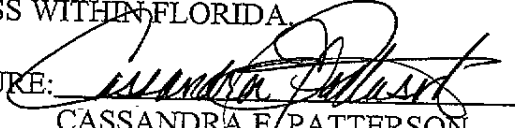
Personally Known _____ OR Produced Identification ☒
Type of Identification Produced Florida Driver's License



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVICED

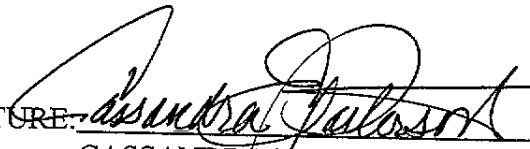
IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - THAT *MADHATTERS' EMPORIUM, INC.* DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS IN THE CITY OF BRANDON, STATE OF FLORIDA, HAS NAMED
CASSANDRA E. PATTERSON, 11304 TRALEE DRIVE, RIVERVIEW, STATE OF FLORIDA,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
CASSANDRA E. PATTERSON
TITLE: INCORPORATOR

DATE: January 28, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: 
CASSANDRA E. PATTERSON
TITLE: REGISTERED AGENT

DATE: January 28, 2000

FILED
00 JAN 31 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA