

Thomas P. MOFFSES SR.
 Requester's Name
 R.R.3 Box 2260
 Address 850-973-4595
 MADISON FL 32340
 City/State/Zip Phone #

PO0000018159
 Office Use Only
 CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MADISON DRESS SHOP, INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

RECEIVED
 FEB 21 PM 12:33
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

FILED
 00 FEB 21 PM 12:49
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

300003141463--1
 -02/21/00--01087--015
 *****78.75 *****78.75

T. SMITH FEB 21 2000

Examiner's Initials

Madison Dress Shop, Inc.

104 S. Range Street
Madison, Florida 32340
Phone (904) 973-6177
Mary (Tucky) Moffses
President

February 21, 2000

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

RE: Madison Dress Shop, Inc.

Dear Sirs:

We, Mary T. Moffses, President of Madison Dress Shop, Inc. and Thomas P. Moffses, Sr., Secretary of Madison Dress Shop, Inc. presided over a meeting at 9:00 a.m. February 21, 2000 and adopted a plan for the distribution of assets in liquidation of the corporation. We authorized the immediate direct transfer of the name Madison Dress Shop, Inc. to:


Ms. Stacie Browne Nobles 308 SE 5th Street
Jasper, Florida 32052

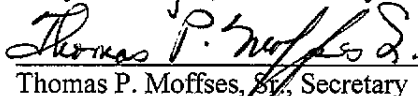
and

Ms. Wanda C. Hughey Route 5, Box 6289
Madison, Florida 32340

Ms. Stacie Browne Nobles is the incorporator of Madison Dress Shop, Inc. under their Articles of Incorporation.

Sincerely,


Mary T. Moffses, President


Thomas P. Moffses, Sr., Secretary


Notary

LEE ANNE HALL
Notary Public, State of Florida
My Comm. exp. Dec. 27, 2001
Comm. No. CC 689598

*Stacie Browne Nobles
308 SE 5th Street
Jasper, Florida 32052*

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

Re: Madison Dress Shop, Inc.


Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent in the above referenced corporation, along with a check in the amount of \$78.75 to cover the following:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Corporate Status Certificate	\$8.75

If you find the enclosed in proper form, please file the original and return a copy to me along with the Corporate Status Certificate.

Sincerely,



Stacie Browne Nobles

**ARTICLES OF INCORPORATION
OF
MADISON DRESS SHOP, INC.**

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be: **MADISON DRESS SHOP, INC.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be: **104 South Range Street, Madison, Florida 32340.**

ARTICLE III. DURATION

The duration of this corporation shall be from March 1, 2000 to perpetuity.

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V. CAPITAL STOCK

The number of shares of common stock that this corporation is authorized to have outstanding at any one time is 1,000 shares having a par value of \$1.00 per share.

ARTICLE VI. PREEMPTIVE RIGHTS

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

SECRETARY OF STATE
LENN S. SEIBERMAN
100 FEB 21 1 PM 12:49
104 SOUTH RANGE STREET
MADISON, FLORIDA 32340

ARTICLE VII. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Stacie Browne Nobles, 308 SE 5th Street, Jasper, Florida 32052. This office shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of (2) members, such members to hold office until their successor have been duly elected and qualified. The names and street address of the initial directors are:

<u>Name</u>	<u>Street Address</u>
Stacie Browne Nobles	308 SE 5 th Street Jasper, Florida 32052
Wanda C. Hughey	Rt. 5 Box 6289 Madison, Florida 32340

Thereafter, the number of Directors may be increased or decreased from time to time, by amendment to, or in the manner provided in, the Bylaws, but shall never be less than one (1).

ARTICLE IX. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: Stacie Browne Nobles, 308 SE 5th Street, Jasper, Florida 32052.

ARTICLE X. TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on transfer or alienation of the shares of stock of this corporation.

ARTICLE XI. BYLAWS

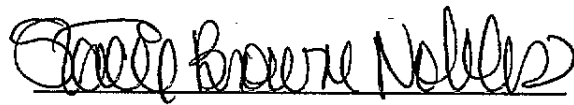
The power to adopt, alter, amend, or repeal the Bylaws of this corporation shall be vested

in the Board of Directors; provided, however, that Bylaws adopted by the Board of Directors may be altered, amended, or repealed by the shareholders entitled to vote thereon. New Bylaws may be adopted, altered, amended, or repealed by a vote of the shareholders, and the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended, or repealed by the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of this corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



Stacie Browne Nobles, Incorporator

**STATE OF FLORIDA
COUNTY OF HAMILTON**

BEFORE ME, the undersigned authority, on this 31st day of January, 2000, personally appeared Stacie Browne Nobles, who is personally known, the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that she executed the

same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Lila C. Browne



Official Seal
LILA C. BROWNE
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires August 8, 2003
COMMISSION NO: CC837239

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **MADISON DRESS SHOP, INC.**
2. The name and address of the registered agent and office is: Stacie Browne Nobles, 308 SE 5th Street, Jasper, Florida 32052.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Stacie Browne Nobles
Registered Agent

Dated: January 31st, 2000

00 FEB 21 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED