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PHONE (904) 328-1464

March 23, 2000

Division of Corporations
New Filings Section
409 East Gaines Street
Tallahassee, FL 32399

400003186214--3
-03/28/00--01009--008
*****78.75 *****78.75

Re: Proposed Incorporation of LYNN'S BOUTIQUE, INC.

Dear Madame and/or Sir:

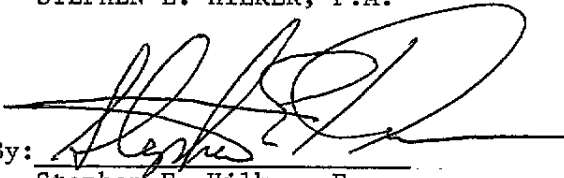
Enclosed herein please find two fully executed original copies of the proposed Articles of Incorporation for LYNN'S BOUTIQUE, INC.

If all is in order, kindly process same and return a certified copy of the articles, upon filing thereof, to the undersigned at the above address.

Enclosed is my Law Firm's Trust Check for \$78.75 in payment of the Secretary of State's fees.

Very Truly Yours,

STEPHEN E. HILKER, P.A.

By: 
Stephen E. Hilker, Esq.

FILED
00 MAY 10 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

encls: Check/Two Copies of Articles of Inc. for Lynn's Boutique, Inc.

cc: File on Lynn's Boutique, Inc./Incorporation

T. Eurch MAY 10 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 30, 2000

STEPHEN E. HILKER, P.A.
P.O BOX 1217
PALATKA, FL 32178

SUBJECT: LYNN'S BOUTIQUE, INC.
Ref. Number: W00000008484

We have received your document for LYNN'S BOUTIQUE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 700A00017470

FILED

00 MAY 10 PM 4:14

ARTICLES OF INCORPORATION SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of

LYNN'S FASHIONS, INC.

The undersigned, pursuant to the Provisions of Section 607.0202 of The Florida Statutes does hereby and herewith file, with the Secretary of State of The State of Florida, these Articles of Incorporation for LYNN'S FASHIONS, INC., a Corporation for Profit organized pursuant to the Laws of The State of Florida.

ARTICLE I.

The Name of the Corporation is and shall be LYNN'S FASHIONS, INC.

Article II.

The street address of the initial principal office of the Corporation is 3200 Park St., Palatka, FL 32177 and the initial mailing address for the Corporation is the same.

Article III.

The Number of Shares the Corporation is authorized to issue is One Hundred (100) Shares of Common Stock, with a par value of One Dollar (\$1.00) per share.

Article IV.

The Street Address of the Corporation's Initial Registered Office is 3200 Park Street, Palatka, FL 32177 and the Name of the Initial Registered Agent at that Office is LYNN M. HILKER.

Article V.

The undersigned, LYNN M. HILKER, is the incorporator of the Corporation and her street address and mailing address are both 3200 Park St., Palatka, FL 32177.

Article VI.

The initial Director of the Corporation shall be and is LYNN M. HILKER.

Article VII.

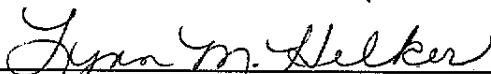
The Corporation is organized for and is empowered to engage in and conduct any and all businesses, enterprises and

activities permitted by Law, as and for a Florida Corporation for Profit.

ARTICLE VIII.

The Corporation shall be perpetual and shall commence its existence upon Approval of These Articles of Incorporation by The Florida Secretary of State, Division of Corporations, in Tallahassee, Florida.

IN WITNESS WHEREOF the undersigned Incorporator has signed, sealed and executed these Articles of Incorporation, for the purposes set forth herein, on this 8th day of May, A.D. 2000, in the City of Palatka, and in the County of Putnam and in the State of Florida.


LYNN M. HILKER, Incorporator

State of Florida
County of Putnam

On this 8th day of May, A.D. 2000, before the undersigned Notary Public, personally appeared LYNN M. HILKER, who is personally known to me, who, after first being by me duly sworn, did swear, state and affirm and acknowledge, to and before me, that she has read the above and foregoing Articles of Incorporation for LYNN'S FASHIONS, INC. and has duly executed said Articles, freely and voluntarily, for the purposes set forth therein and that the statements made therein said Articles are true, and did acknowledge to me her execution of said Articles.

WITNESS my Hand and Notarial Seal on May 8, 2000, in the County of Putnam and in the State of Florida.

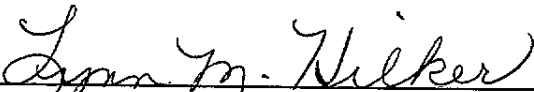

Notary Public



ACCEPTANCE OF REGISTERED AGENT

The undersigned is familiar with and accepts the obligations of REGISTERED AGENT for LYNN'S FASHIONS, INC., a Florida Corporation, as set forth in Chapter 607 of the Florida Statutes. The undersigned accepts the appointment as Registered Agent for and of LYNN'S FASHIONS, INC., a Florida Corporation, and agrees to maintain office for said Corporation, as its Registered Agent thereat and therein, as is prescribed by the Laws of The State of Florida.

In Witness Whereof the undersigned has executed this Acceptance of Registered Agent as of this 8th day of May, A.D. 2000.


LYNN M. HILKER
Registered Agent
LYNN'S FASHIONS, INC.