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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Reply To: St. Petersburg Office

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June 28, 2000

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Fl 32314

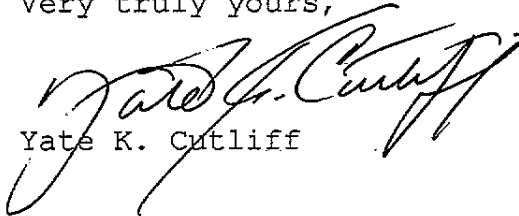
Re: Incorporation of
KATE'S SOAP, INC.

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. Also, enclosed is a check in the amount of \$78.75, for the filing, and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call me at (727) 827-3671.

Very truly yours,


Yate K. Cutliff

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

KATE'S SOAP, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I. CORPORATE NAME.

The name of the corporation shall be:

KATE'S SOAP, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business address of this Corporation shall be:

2155 3RD Avenue North
St. Petersburg, Florida 33713.

ARTICLE III. PRINCIPAL OFFICE.

The principal mailing address of this Corporation shall be:

P.O. Box 16463
St. Petersburg, Florida 33733.

ARTICLE IV. PURPOSE.

The general purposes for which the Corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V. AUTHORIZED SHARES.

1. The aggregate number of shares which the Corporation is authorized to issue is Five Hundred (500) shares of Common Stock,

each share having the par value of one dollar (\$1.00). The Common Stock shall be of a single class. Such shares of Common Stock shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution.

2. The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VI. REGISTERED AGENT AND OFFICE.

The initial street address of the Corporation's registered office is 501 First Avenue North, suite 507, St. Petersburg, Florida 33701.

The initial registered agent for the Corporation at that address is Yaté K. Cutliff.

ARTICLE VII. THE INITIAL BOARD OF DIRECTOR(S).

The initial board of director(s) shall consist of:

Catherine R. Krival

ARTICLE VIII. INCORPORATOR.

The name and street address of the incorporator of this Corporation is:

Name	Address
<u>Yaté K. Cutliff,</u>	<u>501 First Avenue North, Suite 507</u> <u>ST. PETERSBURG FL 33701</u>

ARTICLE IX. POWERS OF CORPORATION.

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE X. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE XI. INDEMNIFICATION.

The Corporation shall indemnify its directors, officers employees, and agents to the fullest extent permitted by law, including but not limited to Florida Statutes Section 607.850.

ARTICLE XII. PREEMPTIVE RIGHTS.

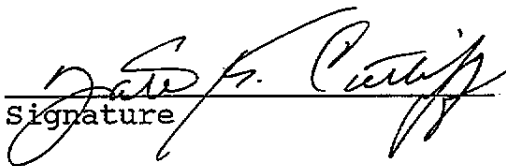
The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

ARTICLE XIII. BYLAWS.

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has (have) executed these Articles of incorporation this 28th day of June, 2000.

Signature(s) of the incorporator(s)


Signature

YATÉ K. CUTLIFF
name of incorporator signing

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Pendorf & Cutliff, Attorneys at Law, having a business office identical with the registered office of the Corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the provisions of sections 607.0501, Florida Statutes.

1. The name of the corporation is:

KATE'S SOAP, INC.

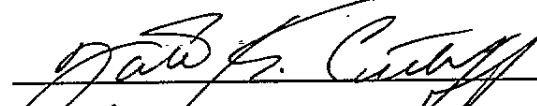
2. The name and address of the registered agent and office is:

YATÉ K. CUTLIFF
PENDORF & CUTLIFF
ATTORNEYS AT LAW
501 FIRST AVENUE NORTH, SUITE 507
ST. PETERSBURG, FL 33701

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.

Signature

Date


6-28-2000