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PALMER ACCOUNTING & BOOKKEEPING SERVICE, INC.  
P.O. BOX 60302  
FT. MYERS, FL 33906  
941 277-3158

August 25, 2000

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

FILED  
00 SEP -7 AM 7:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sirs:

Enclosed please find the original plus one copy of the Articles of Incorporation for Family Affair, Inc., along with a check for \$122.50 for the incorporate fee.

It would be appreciated if you will forward the certified copy after filing to the following address:

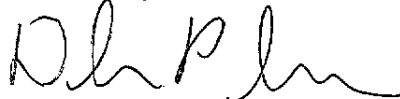
Palmer Accounting & Bookkeeping Service, Inc.  
P.O. Box 60302  
Ft. Myers, FL 33906

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-08/30/00--01053--003  
\*\*\*\*122.50 \*\*\*\*\*78.75

If you have any questions, or if the name is not available, you can call me at 941-277-3158.

Thank-you for your assistance.

Sincerely,



Debra Palmer

enclosures

F. CHESTER SEP 1 2 2000

W-21707



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 5, 2000

PALMER ACCOUNTING & BOOKKEEPING SERVICE, INC.  
P O BOX 60302  
FT MYERS, FL 33906

SUBJECT: FAMILY AFFAIR, INC.  
Ref. Number: W00000021707

We have received your document for FAMILY AFFAIR, INC. and your check(s) totaling \$122.50. 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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 200A00046912

ARTICLES OF INCORPORATION  
OF  
KEYLIME CLOTHING COMPANY OF SANIBEL, INC.

60 SEP -7 AM 7:54  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of the corporation shall be Keylime Clothing Company Of Sanibel, Inc. The corporation's principal office and mailing address is:

359 Periwinkle Way, Sanibel, FL 33957.

ARTICLE II - DURATION

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The corporation may engage in activity or business permitted under the laws of the State of Florida.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
500	Common	1.00

The shares of stock may be issued for cash, property, real or personal, or labor or services actually performed for the corporation at a just value fixed by the Board of Directors. Consideration for the stock shall not be less than par value and shares may not be issued until fully paid.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 359 Perwinkle Way, Sanibel, FL 33957.

The name of the initial registered agent at that address is Allison Duenas.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The name and street address of the initial director of this corporation is:

Allison Duenas

14830 Mahoe Court

Ft. Myers, FL 33908

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation is: Allison Duenas, 14830 Mahoe Court, Ft. Myers, FL 33908.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series as he/she already holds, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of a fractional share) at the price at which it is offered to others.

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify its present or former officers or directors to the fullest extent permitted by law either now or hereafter.

#### ARTICLE X - BYLAWS

The bylaws may be altered, amended, repealed or added to by the vote of two-thirds of the Board of Directors or by a vote of a majority of the Shareholders either at a regular meeting or a special meeting called for that purpose. Any bylaws altered, amended, repealed or added by the Board of Directors may be amended, altered or replaced by the Shareholders at any duly convened meeting thereof.

#### ARTICLE XI - SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

#### ARTICLE XII - AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS THEREOF, the undersigned, as incorporator, hereby  
executes these Articles of Incorporation this 28 day of  
August, 2000.

A. L. Llanas  
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered  
Agent of KEYLINE CLOTHING COMPANY OF SANIBEL, INC.

Dated this 28 day of August, 2000.

A. L. Llanas  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 SEP -7 AM 7:54

FILED

STATE OF FLORIDA )  
COUNTY OF LEE )

BEFORE ME, the undersigned authority, personally appeared  
Allison Llanas, to me well known and known to  
me to be the person described in and who executed the foregoing  
instrument, and acknowledged to and before me that the instrument  
was executed for the purposes therein expressed.

WITNESS my hand and official seal this 28th day of  
August, 2000.

Maria Morahn

Notary Public  
State of Florida at Large  
My commission expires:

