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Florida Department of State

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

EDITH ANN'S, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 28, 2000

EMPIRE

SUBJECT: EDITH ANN'S, INC.
REF: W00000023607

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF

EDITH ANN'S, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

EDITH ANN'S, INC.

The address of the principal office of this corporation shall be 9034 Midnight Pass Rd., Sarasota, Florida 34242, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

Ralph L. Friedland, Esq.
Ralph L. Friedland, P.A.
2033 Main Street, Suite 100
Sarasota, Florida 34237
(941) 365-1980
Fl. Bar No. 360813

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ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2033 Main Street, Suite 100, Sarasota, Florida 34237 and the name of the initial registered agent of the corporation at that address is Ralph. L. Friedland.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Sub-chapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S Corporation as defined therein.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Director, initially. The names and street addresses of the initial members of the Board of Director are:

Edith A. Hajdu

9034 Midnight Pass Rd.
Sarasota, Florida 34242

Ralph L. Friedland, Esq.
Ralph L. Friedland, P.A.
2033 Main Street, Suite 100
Sarasota, Florida 34237
(941) 365-1980
Fl. Bar No. 360813

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ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:---

Edith A. Hajdu

9034 Midnight Pass Rd.
Sarasota, Florida 34242

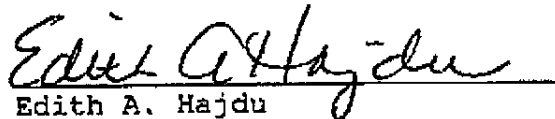
ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Edith A. Hajdu

9034 Midnight Pass Rd.
Sarasota, Florida 34242

IN WITNESS WHEREOF, I have here unto set my hand and seal this
27th day of September, 2000.


Edith A. Hajdu

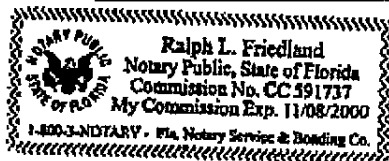
Ralph L. Friedland, Esq.
Ralph L. Friedland, P.A.
2033 Main Street, Suite 100
Sarasota, Florida 34237
(941) 365-1980
Fl. Bar No. 360813

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STATE OF FLORIDA
COUNTY OF SARASOTA

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The foregoing instrument was acknowledged before me this 27 of September, 2000, by Edith A. Hajdu. She is personally known to me or has produced _____ as identification.



Ralph L. Friedland
Notary Public

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN THE ARTICLES OF INCORPORATION OF
EDITH ANN'S, INC.**

Ralph. L. Friedland, having a business office at 2033 Main Street, Suite 100, Sarasota, Florida and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505. Florida Statutes.

Ralph L. Friedland
Ralph. L. Friedland
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00 SEP 28 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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