

PO1000016072

Jan Falcione D/B/A
Shellpoint Clothing & Bridal
301 US Highway 41 South
Ruskin. FL. 33570

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2-7-00

Enclosed please find 2 copies of articles of incorporation for Shellpoint Clothing
& Bridal along with a check for fees due. Please complete and return one copy
to me at the above address. Any further correspondence necessary may be sent
to the above address as well. Thank you.

Jan Falcione

?H 2/13/01 ✓

ARTICLES OF INCORPORATION OF
SHELLPOINT CLOTHING AND BRIDAL, INC.

The undersigned, acting as the incorporator of SHELLPOINT CLOTHING AND BRIDAL, INC. under the Florida Business Corporation Act (the "Act"), Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

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ARTICLE I
NAME

The name of the corporation is "*SHELLPOINT CLOTHING AND BRIDAL, INC.*"

ARTICLE II
INITIAL MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address of the corporation and the street address of its initial principal office is 301 U.S. Highway 41 S., Ruskin, Florida 33570.

ARTICLE III
PURPOSE

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be to provide wedding planning services and retail sales to the general public.

This corporation shall have perpetual existence.

ARTICLE IV
CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue and have outstanding at any time is 1,000,000 shares of common stock, having a par value of \$.01 per share. Each share of common stock shall be identical in all respects and the holders of the shares of common stock shall be entitled to one vote per share owned with respect to all matters on which the shareholders have the right to vote. The corporation is not authorized to issue fractional shares of its capital stock. The corporation has the right to purchase or otherwise acquire shares of its capital stock to the extent provided by law, its Bylaws, or any agreement duly executed by the corporation.

ARTICLE V
INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time, as provided in the corporation's Bylaws. The name and street address of the initial director are as follows:

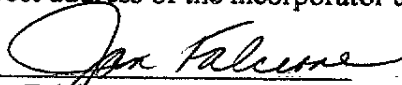
<u>Name</u>	<u>Address</u>
Jan Falcione	301 U.S. Highway 41 S Ruskin, FL 33570
James Neuman	301 U.S. Highway 41 S Ruskin, FL 33570

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered offices of the corporation is 301 U.S. Highway 41 S., Ruskin, Florida 33570 and the name of the corporation's initial registered agent at that address is Jan Falcione. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE VII
INCORPORATOR

The name and street address of the incorporator are as follows:


 Jan Falcione
 301 U.S. Highway 41 S.
 Ruskin, Florida 33570

The incorporator assigns to the corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the Board of Directors, effective as of the date when corporate existence begins, any rights she has as incorporator to acquire any of the capital stock of the corporation.

ARTICLE VIII
COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at the time and on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE IX
BYLAWS

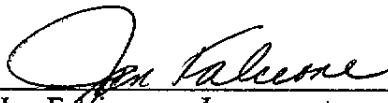
The power to adopt, amend, and repeal Bylaws is vested in both the Board of Directors of the corporation and the shareholders, except that the Board of Directors shall not amend or repeal a Bylaw adopted by the shareholders if the shareholders' adopting

resolution specifically provides that the Bylaw cannot be amended or repealed by the Board of Directors.

ARTICLE X
AMENDMENTS

The corporation reserves the right to amend or repeal any provision of these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. Before the issuance of any shares of the corporation, the Board of Directors of the corporation may amend these Articles of Incorporation by unanimous vote or written consent. Thereafter, every amendment must be approved by the Board of Directors by unanimous written consent or the affirmative vote of a majority of all the directors, proposed by the Board of Directors to the shareholders, and approved by the vote or written consent of the holders of a majority of the shares entitled to vote on the matter.

EXECUTED: Feb. 7, 2001




Jan Falcione, as Incorporator

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Jan Falcione, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

Dated: 2-7, 2001



Jan Falcione

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TALLAHASSEE, FLORIDA