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CHAESONS FASHIONS
7994 JAYWOOD ROAD
LARGO, FL 33777

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SEC.
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*****78.50 *****78.50

March 22, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

re: CHAESONS FASHIONS, INC.

Gentlemen:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation. You are holding our check in the amount of \$78.50 which was sent with the original paperwork.

Your attention to this matter is greatly appreciated.

Very truly yours,

Herbert W. Scott Jr.
HERBERT W. SCOTT, JR.

Enc.

FILED
01 MAR 26 PM 2:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

D. WHITE MAR 29 2001

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ARTICLES OF INCORPORATION

OF

CHAESONS FASHIONS, INC.

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1 NAME

The name of the corporation shall be:

CHAESONS FASHIONS, INC

ARTICLE 11 PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**7994 JAYWOOD ROAD
LARGO, FL 33777**

ARTICLE 111 CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

TEN THOUSAND (10,000)

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of initial registered agent is:

**JO-ANN MATHEWS
9333 PARK BOULEVARD 5A
SEMINOLE, FL 33777**

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

HERBERT W. SCOTT, JR.
7994 JAYWOOD ROAD
LARGO, FL 33777

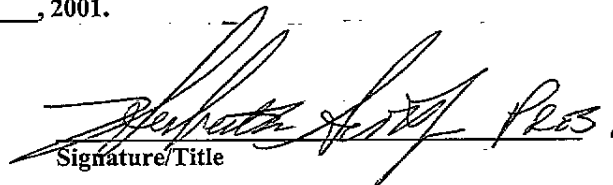
ARTICLE VI BOARD OF DIRECTORS

The Initial Members of the Board of Directors shall be:

HERBERT W. SCOTT, JR.
7994 JAYWOOD ROAD
LARGO, FL 33777

JO-ANN MATHEWS
9333 PARK BLVD 51
SEMINOLE, FL 33777

The undersigned has(have) executed these Articles of Incorporation this 23 day of
March, 2001.


Signature/Title

Signature/Title

FILED

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

OF

CHAESONS FASHIONS, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

7994 JAYWOOD ROAD

LARGO, FL 33777

has named

JO-ANN L MATHEWS

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provision of Florida Law in keeping open said office.


JO-ANN L. MATHEWS