

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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PO10000037849

Elaine's Boutique, Inc

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*****78.75 *****78.75

<input checked="" type="checkbox"/>	Art of Inc. File	FILED 01 APR 13 PM 2:54 TALLAHASSEE, FLORIDA SECRETARY OF STATE
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	RECEIVED 01 APR 13 PM 1:36 DIVISION OF CORPORATION
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
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<input type="checkbox"/>	Courier	

Signature _____

Requested by: KC 4/13

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
ELAINE'S BOUTIQUE, INC., a Florida corporation**

FILED
01 APR 13 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby make form a corporation, and for such purpose I hereby make, execute and adopt the following Articles of Incorporation.

**ARTICLE ONE
NAME OF CORPORATION AND ADDRESS OF PRINCIPAL OFFICE**

The name of this corporation shall be: Elaine's Boutique, Inc., a Florida corporation. The address of the principal office of the corporation is 590 Queens Harbor Boulevard, Jacksonville, Florida 32225.

**ARTICLE TWO
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE THREE
DURATION**

The term for which this corporation shall exist shall be perpetual commencing on the date these Articles are filed with the Secretary of State.

**ARTICLE FOUR
CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares at One Dollar (\$1.00) par value common stock.

**ARTICLE FIVE
INCORPORATORS**

The name and address of the person(s) signing these Articles is:

Elaine D. Spencer
590 Queens Harbor Boulevard
Jacksonville, Florida 32225

ARTICLE SIX
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE SEVEN
RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite his or her name:

<u>NAME</u>	<u>SHARES</u>
Elaine D. Spencer	100 shares

Shares held by the initial shareholders and subsequent shareholders may not be sold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. Further, the remaining shareholders must first issue their written approval of the prospective buyer as a contingency to the sale of such stock being consummated. The price and terms of which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE EIGHT
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

ARTICLE NINE
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 590 Queens Harbor Boulevard, Jacksonville, Florida 32225, and the name of the initial registered agent of this

corporation at this address is Elaine D. Spencer.

ARTICLE TEN
INITIAL BOARD OF DIRECTORS

This corporation shall have (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be more than ten. The name and address of the initial director(s) of this corporation is:

Elaine D. Spencer
590 Queens Harbor Boulevard
Jacksonville, Florida 32225

ARTICLE ELEVEN

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President/Secretary/Treasurer

Elaine D. Spencer
590 Queens Harbor Boulevard
Jacksonville, Florida 32225

ARTICLE TWELVE
SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

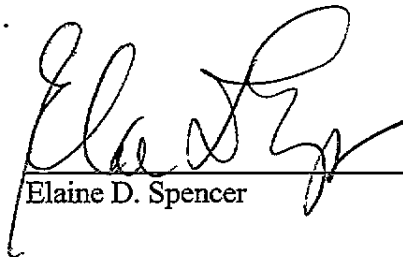
ARTICLE THIRTEEN
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE FOURTEEN
AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

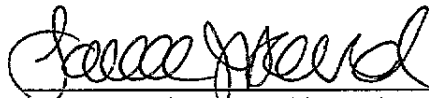
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of April, 2001.



Elaine D. Spencer

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was sworn to and subscribed before me this 12th day of April, 2001, by Elaine D. Spencer, who has produced personally known to me as identification.



Signature of person taking acknowledgment

LAWRENCE J. BERNARD

Printed name of person taking acknowledgment



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: First, that ELAINE'S BOUTIQUE, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named Elaine D. Spencer, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping office open.


Elaine D. Spencer

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