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Certified Public Accountants

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AICPA • PRIVATE COMPANIES PRACTICE SECTION

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FILED

01 APR 19 PM 12:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 17, 2001

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

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04/19/01-01114-015
*****70.00 *****70.00

Re: Sophias Boutique, Inc.

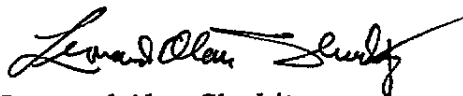
Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above referenced company.

Also enclosed is check in the amount of \$70 to cover the following:

\$35.00	Filing of Articles of Incorporation
<u>35.00</u>	Registered Agent Filing Fee
<u>\$70.00</u>	

Very truly yours,



Leonard Alan Shubitz
Certified Public Accountant

LAS/ap

Sent via Certified Mail # 7099 3400 0018 6790 0250, Return Receipt Requested

D. BROWN APR 20 2001

**ARTICLES OF INCORPORATION
OF
Sophias Boutique, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate together to form a corporation under the Laws of the State of Florida.

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be: **Sophias Boutique, Inc.**

**ARTICLE II
NATURE OF BUSINESS**

The general nature of business to be transacted by this corporation shall be to engage in any activities or business permitted under the Laws of the United States of the State of Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, cancel, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, ware, merchandise, real and personal property, and services of every kind, class and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, telegraph, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, licenses, in the State of Florida and in all other states and countries.

To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure payment of corporate indebtedness as required.

To purchase corporate assets of any other corporation and engage in the same or other character or business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 500 shares of common stock at 1.00 par value per share.

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

The corporation is to exist perpetually. 135 East Palmetto Park, Boca Raton, FL 33432

**ARTICLE VI
PRINCIPAL PLACE OF BUSINESS**

The initial street address in this State of the principal office of this corporation is:
135 East Palmetto Park Rd., Boca Raton, FL 33432

The Board of Directors may from time-to-time, move the principal office to any other address in the State of Florida.

**ARTICLE VII
DIRECTORS**

This corporation shall have not less than one (1) directors initially. The number of directors may be increased or diminished from time-to-time by the by-laws adopted by the stockholders.

**ARTICLE VIII
BOARD OF DIRECTORS**

The name and street address of the members of the first Board of Directors are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
EULA FRANZONE	PRESIDENT	135 EAST PALMETTO PARK ROAD BOCA RATON, FL 33432

**ARTICLE IX
INCORPORATOR**

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
EULA FRANZAONE	135 EAST PALMETTO PARK ROAD BOCA RATON, FL 33432	500	\$500.00

**ARTICLE X
REGISTERED AGENT**

The address of the Registered Office of this corporation shall be:

135 EAST PALMETTO PARK ROAD

and the Registered Agent shall be: EULA FRANZONE

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above State Corporation, at the place designed in these Articles of Incorporation, I hereby accept to agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



BY: EULA FRANZONE
INCORPORATOR / REGISTERED AGENT

**ARTICLE XI
AMENDMENT**


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders' meeting by the majority of the stock entitled to vote them on, unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

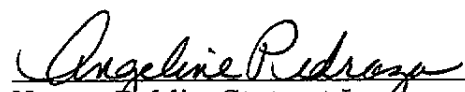
STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments personally appeared

Eula Franzone

WITNESS my hand and official seal in the County and State named above on this 17 day of April, 2001.

 Angeline Pedraza
My Commission CC849837
Expires July 10, 2003


Notary Public, State at Large
My Commission Expires:

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01 APR 19 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA