

P010000061201

LAW OFFICES
STEPHEN J. SIMMONS
PROFESSIONAL ASSOCIATION
321 SOUTHEAST 15TH AVENUE
FORT LAUDERDALE, FLORIDA 33301

FILED

01 JUN 18 AM 9:52

STEPHEN J. SIMMONS
TIMOTHY F. MALIN

TELEPHONE (954) 467-2000
TELECOPIER (954) 467-2306

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
POST OFFICE BOX 2427
FORT LAUDERDALE, FLORIDA 33303

June 14, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800004425508--3
-06/18/01--01141--003
*****87.50 *****87.50

Re: Articles of Incorporation for Babes N' Bellies, Inc.
Our File No. 01-1024

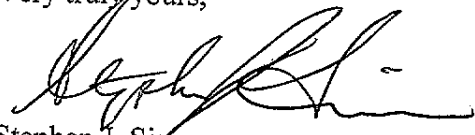
Gentlemen and/or Ladies:

This firm represents Babes N' Bellies, Inc. Enclosed please find the original and two copies of the Articles of Incorporation for Babes N' Bellies, Inc., which include the Designation of Registered Agent, along with our check in the amount of \$87.50, representing the filing fee and the cost of a Certified Copy and Certificate of Incorporation.

Please cause the Articles of Incorporation to be filed and provide the undersigned with a certified copy of the same and a Certificate of Incorporation.

Should you have any questions or need anything further, please contact the undersigned at the above-referenced address and/or telephone number. I thank you for your assistance in this matter.

Very truly yours,


Stephen J. Simmons
For the Firm

SJS/fh
Enclosures

cc: Marybeth Holfelder

D. WHITE JUN 20 2001

5✓

FILED

**ARTICLES OF INCORPORATION
OF**

01 JUN 18 AM 9:52

BABES N' BELLIES, INC.

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

ARTICLE I - NAME

The name of this Corporation is BABES N' BELLIES, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is 3805 San Miguel West, Tampa, Florida 33629-6317.

ARTICLE III - DURATION

This corporation shall exist in perpetuity.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock, which shall be designated as "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3805 San Miguel West, Tampa, Florida 33629-6317. The name of the initial registered agent of this corporation at that address is MARY B. HOLFELDER

VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time as set forth in the bylaws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

MARY B. HOLFELDER
3805 San Miguel West
Tampa, Florida 33629-6317

MARIA MARTINEZ-KIM
3805 San Miguel West
Tampa, Florida 33629-6317.

VIII - INITIAL OFFICERS

The names and addresses of the initial officers of this corporation are:

MARY B. HOLFELDER
Vice-President/Secretary
3805 San Miguel West
Tampa, Florida 33629-6317

MARIA MARTINEZ-KIM
President/Treasurer
3805 San Miguel West
Tampa, Florida 33629-6317.

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

MARY B. HOLFELDER
3805 San Miguel West
Tampa, Florida 33629-6317

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X - POWERS

The corporation shall have all powers enumerated in the Florida General Corporation Act.

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 11 day of June, 2001.

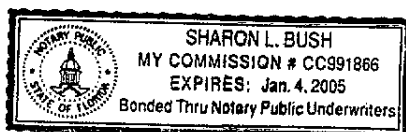
Mary B. Holfelder
Mary B. Holfelder

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared Mary B. Holfelder, personally known to me and known to me to be the person described herein or who has produced known as identification and who executed the foregoing Articles of Incorporation for the purposes therein expressed and who did/did not take an oath.

SWORN TO and SUBSCRIBED before me this 11 day of June, 2001.

Sharon L. Bush
Notary Public, State of Florida at Large



DESIGNATION OF REGISTERED AGENT

(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART HEREOF)

Pursuant to Chapters 48 and 607, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached.

That BABES 'N BELLIES, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, in the City of Tampa, County of Hillsborough, State of Florida, has named MARY B. HOLFELDER, 3805 San Miguel West, Tampa, Florida 33629-6317, as its registered agent to accept service of process within this state.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date

6/11/01

Mary Beth Holfelder
Mary B. Holfelder
Registered Agent

FILED
01 JUN 18 AM 9:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA