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REPLY TO: STEPHEN R. MOORHEAD
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P01000063941

June 25, 2001

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

EFFECTIVE DATE
6-25-01

FILED
01 JUN 27 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Chameleon Fashions, Inc.
Our File No.: SRM-01-8860

Dear Sir or Madam:

I am enclosing herewith an original and one copy of Articles of Incorporation for the above-named corporation. Enclosed is a check in the amount of \$78.75, representing the following fees:

Filing fee	\$35.00
Certified copy	8.75
Registered agent fee	<u>35.00</u>

TOTAL \$ 78.75

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

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Please do not hesitate to contact the undersigned should you have any questions. Your prompt attention to this matter is appreciated.

Very truly yours,


Stephen R. Moorhead

SRM/dcp
Enclosures

cc: Ms. Toni Coberly
Ms. Donna Smith

Corporations\Chameleon\SecySt-ltr

REGISTER JUN 27 2001
11805

EFFECTIVE DATE
6-25-01

ARTICLES OF INCORPORATION
OF
CHAMELEON FASHIONS, INC.

FILED
01 JUN 27 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is CHAMELEON FASHIONS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these articles of incorporation.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V - AMENDMENT OF ARTICLES

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.

ARTICLE VI - PRINCIPAL OFFICE

The street address of this corporation's principal office and its mailing address is 9210 Brunson Road, Pensacola, Florida 32514.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 4300 Bayou Blvd., Suite 13, Pensacola, Florida 32503, and the name of this corporation's initial registered agent is Stephen R. Moorhead.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is two (2), whose names and addresses are: Toni Coberly, 9210 Brunson Road, Pensacola, FL 32514; and Donna Smith, 8028 Twin Lake Drive, Milton, FL 32583.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is Stephen R. Moorhead, 4300 Bayou Blvd., Suite 13, Pensacola, Florida 32503.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 25th day of JUNE 2001.


STEPHEN R. MOORHEAD

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before me the undersigned authority in and for the said State and County personally appeared Stephen R. Moorhead to me well known to be the person described in and who freely and voluntarily subscribed the foregoing articles of incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this _____ day of _____ 2001.

Notary Public

Personally Known

OR


Produced Identification

Type of Identification Produced _____

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Stephen R. Moorhead, hereby accept the appointment as registered agent for Chameleon Fashions, Inc., as set forth in its articles of incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 25th day of June 2001.


STEPHEN R. MOORHEAD

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TALLAHASSEE, FLORIDA