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James Schwartz

727-584-2665

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Division of Corporations

Page 1 of 2

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : JAMES SCHWARTZ

Account Number : I19990000271

Phone : (727)441-3334

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Kim Pall Creations Wholesale, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

T. SMITH DEC 20 2001

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ARTICLES OF INCORPORATION

OF

Kim Pall Creations Wholesale, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

Kim Pall Creations Wholesale, Inc.

The principal place of business of this Corporation shall be 8551 Handcart Road, Zephyrhills, FL 33544.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having \$1 par value per share.

ARTICLE IV. ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 235 North Garden Ave., Clearwater, Florida 33755, and the name of the initial registered agent of the Corporation is James Schwartz who accepts the designation by his signature below. I am familiar with and accept the responsibilities as Registered Agent.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

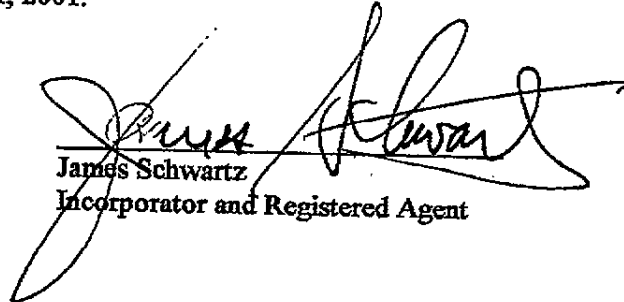
ARTICLE VII. DIRECTORS

This Corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated by the Bylaws.

ARTICLE VIII. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:
James Schwartz
235 North Garden ave.
Clearwater, FL 33755

IN WITNESS WHEREOF, the undersigned authorized agent, James Schwartz, has hereunto set his hand and seal on this 20 day of December, 2001.


James Schwartz
Incorporator and Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 20th day of December, 2001, by James Schwartz who is personally known to me or who has produced Florida Driver's Licenses as identification and who did take an oath.



Sue Ann McDowell
MY COMMISSION # DD005108 EXPIRES
May 2, 2005
BONDED THRU TROY FARM INSURANCE, INC.

Commission # _____
My Commission Expires: _____


NOTARY PUBLIC

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TALLAHASSEE, FLORIDA