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**Division of Corporations**  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**jacques penny iii, inc.**

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

JACQUES PENNY III, INC.

ARTICLE I

The name of this Corporation (which is hereinafter called "corporation" is: JACQUES PENNY III, INC.

ARTICLE II

The general nature of the business to be transacted and the object and purpose for this corporation shall be unlimited as the laws of the State of Florida may allow.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 500 shares of common stock, having a par value of \$1.00. The consideration to be paid for each share shall not be less than \$1.00 in money, property, or services.

ARTICLE IV

This Corporation shall have perpetual existence.

Prepared By:

HARRY M. HAUSMAN, Attorney at Law  
235 N. University Drive  
Pembroke Pines, Florida 33024  
Ph: (954) 961-9905  
FLA BAR NO: 282235

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ARTICLE V

The initial address of the Corporation shall be:

13518 Carrick Green Court  
Delray Beach, Florida 33446

The Registered Agent for said Corporation shall be:

HARRY M. HAUSMAN, ESQUIRE  
235 N. University Drive  
Pembroke Pines, Florida 33024

ARTICLE VI

This Corporation shall initially have two (2) directors. The number of directors may be increased or diminished from time to time in the manner provided for in the by-laws of the Corporation, but shall never be less than one (1) nor more than fifteen (15).

ARTICLE VII

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

JAMES J. CURRAN  
13518 Carrick Green Court  
Delray Beach, Florida 33446

JUNE CURRAN  
13518 Carrick Green Court  
Delray Beach, Florida 33446

ARTICLE VIII

The first Officers of this Corporation are as follows:

JAMES J. CURRAN - President  
13518 Carrick Green Court  
Delray Beach, Florida 33446

JUNE CURRAN - Secretary, Treasurer  
13518 Carrick Green Court  
Delray Beach, Florida 33446

The said Directors and Officers shall hold office for the first year of the Corporation or until their successors are elected or appointed and shall have qualified; provided, that nothing herein contained from filling vacancies in the offices caused by the resignation, death or removal of Directors or Officers. The name and address of the person signing these Articles of Incorporation is:

JAMES J. CURRAN  
13518 Carrick Green Court  
Delray Beach, Florida 33446

#### ARTICLE IX

The Corporation reserves the rights from time to time to amend, alter or repeal any provisions in its Articles of Incorporation to any manner now or hereafter permitted by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE X

The initial by-laws shall be adopted by the Board of Directors. The by-laws may contain any provisions for the regulation and management of the affairs of the Corporation not in consistent with Statute or with these Articles of Incorporation.

ARTICLE XI

Corporate existence shall begin upon the filing of the Articles of Incorporation with the Department of State of the State of Florida, or upon filing with the Secretary of State's Office within five (5) days of the date of notarization.

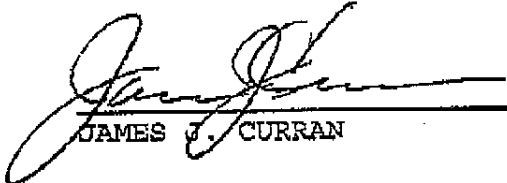
ARTICLE XII

Subject to the provisions of the Florida General Corporation Act, no contract or other transaction between this Corporation or any other Corporation shall be affected by the fact that any Director or Officer of this Corporation is interested in, or is a director or officer of, such other corporation, and any director or officer, individual or jointly, may be a party to, or may be interested in any contract or transaction of this corporation or in with any person, firm or corporation, shall be affected by the fact that any director or officer of this corporation is a party in any way connected with such person, firm, or corporation and every person who may be director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or a corporation in which he may be in any way interested.

ARTICLE XIII

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

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 11th day of January, 2002, for the purpose of forming this Corporation under the laws of the State of Florida.

 (Seal)  
JAMES J. CURRAN

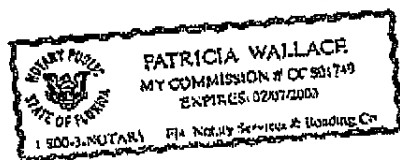
STATE OF FLORIDA     )  
                              ) ss.  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, personally appeared, JAMES J. CURRAN, who, after first being duly sworn, under oath acknowledges that he signed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at the City of Pembroke Pines, County of Broward, State of Florida, this 11th day of January, 2002.

  
NOTARY PUBLIC, State of Florida  
at Large.

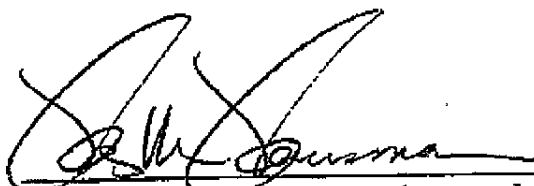
MY COMMISSION EXPIRES:



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ACKNOWLEDGMENT BY REGISTERED AGENT

HARRY M. HAUSMAN, having been named in the Articles of Incorporation to accept service of process for the above named Corporation at the place designated herein, hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.



HARRY M. HAUSMAN, Registered Agent

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