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TRANSMITTAL LETTER

FILED

02 FEB 19 AM 11:10

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

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-02/19/02--01029--012
*****70.00 *****70.00

SUBJECT:

SHELL SAKS /INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

TAMMA ELLIOTT - CUNNINGHAM

Name (Printed or typed)

919 KINGSCOTE COURT

Address

SAFETY HARBOR, FL 34695

City, State & Zip

727- 712- 1378

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. WHITE FEB 22 2002

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**ARTICLES OF INCORPORATION
OF
SHELL SAKS INC**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is Shell Saks Inc.

ARTICLE TWO

DURATION

The term of duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose or purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE FOUR

STOCK

The aggregate number of shares which the corporation has authority to issue is 10,000, all of which shall be common shares with a par value of \$1.00.

ARTICLE FIVE
REGISTERED OFFICE

The street address of the initial registered office of the corporation is 2576 Sunset Point Rd, Clearwater, Florida 33765, and the name of the initial registered agent at such address is Catherine R Binder.

ARTICLE SIX
PRINCIPAL OFFICE

The street address of the principal office is 919 Kingscote Court , Safety Harbor, Florida 34695 and the mailing address of the corporation is 2576 Sunset Point Rd., Clearwater, Florida 33765.

ARTICLE SEVEN
DIRECTORS

The board of directors of the corporation shall consist of one (1) member and may be changed from time to time in accordance with the By-Laws of the corporation. The initial Board of Directors shall consist of Tamma Elliott-Cunningham.

ARTICLE EIGHT
INCORPORATORS

The name and address of the incorporator is Tamma Elliott-Cunningham.

ARTICLE NINE

INDEMNIFICATION

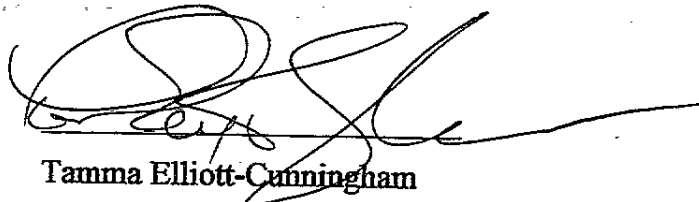
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE TEN

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on the date of filing of these Articles of Incorporation.

The undersigned has executed these Articles of Incorporation this 15
day of Feb., 2002.



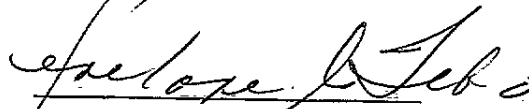
Tamma Elliott-Cunningham

Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 15th day of Feb
, 2002, by TAMMA L. ELLIOTT-CUNNINGHAM, who is personally known to me or who has
produced a Florida Drivers license as identification. FLDL E432 812578316


Notary Public

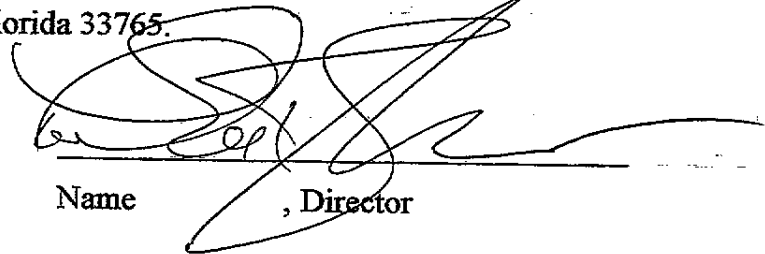
Print Name of Notary Public

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is SHELL SAKS INC
2. The name and address of the registered agent and office is Catherine R. Binder, 2576 Sunset Point Rd, Clearwater, Florida 33765.

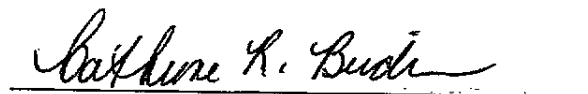


Name, Director

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby 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.

DATED this 15 day of Feb, 2002



Catherine R. Binder
Registered Agent

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TALLAHASSEE FLORIDA