

P02000003/185
NICKLAUS & NICKLAUS
ATTORNEYS AT LAW

DEBORAH L. NICKLAUS

March 15, 2002

H. GREGG NICKLAUS

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

Re: Upscale Consignment, Inc.

Dear Sirs;

Enclosed please find the Articles of Incorporation and Acceptance of Appointment of Registered Agent (in duplicate) for Upscale Consignment, Inc.

In addition, I have enclosed a check in the amount of \$87.50, representing the following costs:

Filing Fee:	\$35.00
Registered Agent Fee:	35.00
Certificate of Incorporation:	8.75
Certified Copy of Articles of Inc.	8.75
Total	\$87.50

400005113124--7
-03/18/02--01048--010
*****87.50 *****87.50

Please issue the Certificate of Incorporation and return it to this office along with a certified copy of the Articles of Incorporation at your earliest convenience.

Your cooperation and assistance in this matter is greatly appreciated.

Very truly yours,

Deborah L. Nicklaus
Deborah L. Nicklaus

DLN:dlp
Enclosure

03-21-02

**ARTICLES OF INCORPORATION
OF
UPSCALE CONSIGNMENT, INC.**

FILED

02 MAR 18 PH 2:56

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE I.
NAME**

The name of this corporation is UPSCALE CONSIGNMENT, INC.

**ARTICLE II.
PRINCIPAL OFFICE**

The principal office of this corporation and the mailing address of this corporation is 6650 Gulf Boulevard, St. Pete Beach, Florida 33706.

**ARTICLE III.
DURATION; EFFECTIVE DATE**

This corporation shall exist perpetually, commencing as of March 18, 2002.

**ARTICLE IV.
PURPOSES**

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE V.
CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VI.
REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Rosemarie Samuels, 6650 Gulf Boulevard, St. Pete Beach, Florida 33706.

**ARTICLE VII.
INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but

shall never be less than one (1). The name and address of the initial directors of this corporation are:

Rosemarie Samuels	6650 Gulf Boulevard, St. Pete Beach, FL 33706
Kathleen A. Samuels	6650 Gulf Boulevard, St. Pete Beach, FL 33706
Raymond K. Ferdon	6650 Gulf Boulevard, St. Pete Beach, FL 33706

ARTICLE VIII. **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Deborah L. Nicklaus, 400 Corey Avenue, Suite 200, St. Pete Beach, Florida 33706.

ARTICLE IX. **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.

ARTICLE X. **BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI. **INFORMAL SHAREHOLDER ACTION**


The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XII. **PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue

of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 15th day of March, 2002.

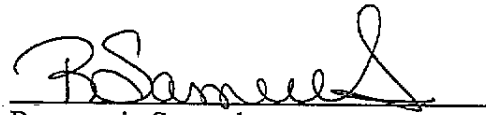

Deborah L. Nicklaus

INCORPORATOR

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

Dated this 15th day of March, 2002.


Rosemarie Samuels