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SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.

ATTORNEYS AT LAW

*Firm Established 1924*

**MAIN OFFICE:**

2121 WEST FIRST STREET  
FORT MYERS, FLORIDA 33901  
(941) 334-1141 PHONE  
(941) 334-3965 FAX

**PLEASE REPLY TO:**

POST OFFICE DRAWER 400  
FORT MYERS, FL 33902

[www.sbshlaw.com](http://www.sbshlaw.com)

**SOUTH LEE COUNTY OFFICE:**

16521 SAN CARLOS BLVD. #104-D  
FORT MYERS, FLORIDA 33908  
(941) 489-1277 PHONE

**ELECTRONIC MAIL:**

brett@sbshlaw.com  
stewart@sbshlaw.com  
hersch@sbshlaw.com  
kinsey@sbshlaw.com

JOHN K. WOOLSLAIR (1908-1968)  
W. A. SHEPPARD (1898-1971)

JAY ANDREW BRETT  
JOHN F. STEWART +  
CRAIG R. HERSCH\*\*  
D. HUGH KINSEY, JR.  
OF COUNSEL  
JOHN W. SHEPPARD\*

\* BOARD CERTIFIED: WILLS, TRUSTS & ESTATES  
\* CERTIFIED PUBLIC ACCOUNTANT (FL)  
+ ALSO ADMITTED IN IOWA

March 20, 2002

Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32301

Re: NECESSARY ACCESSORIES, INC.

Dear Sirs:

800005192148--6  
-04/04/02--01047--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation.  
Also enclosed is our check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	<u>\$ 35.00</u>
	\$ 78.75

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Sincerely,

SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.

  
D. Hugh Kinsey, Jr.

DHK:dlb  
Enclosures  
cc: Ms. Andrea Sanders  
KS-5038

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 APR -4 PM 11:56

F. CHESSEY APR 11

ARTICLES OF INCORPORATION  
OF  
NECESSARY ACCESSORIES, INC.

THE UNDERSIGNED, ANDREA SANDERS, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is NECESSARY ACCESSORIES, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 APR -4 PM 11:56

ARTICLE V

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

ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 1265 Canterbury Drive, Fort Myers, Florida 33901, and the name of the initial registered agent of this Corporation at that address is: ANDREA SANDERS.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than one (1) or more than five (5).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
ANDREA SANDERS	President/Secretary/ Treasurer	1265 Canterbury Drive Fort Myers, Florida 33901

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

NAME OF SUBSCRIBER

ADDRESS

ANDREA SANDERS

1265 Canterbury Drive  
Fort Myers, Florida 33901

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this

25<sup>th</sup> day of March, 2002.

Andrea Sanders

Andrea Sanders, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 25<sup>th</sup> day of March, 2002, by ANDREA SANDERS, ( ) who is personally known to me or (✓) who produced Florida Driver's License as identification.

Cynthia A. Deane

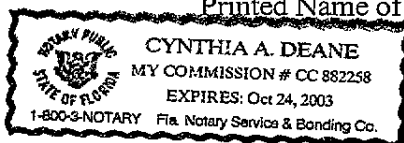
Notary Public

Printed Name of Notary: CYNTHIA A. DEANE

(SEAL)

Comm. Exp. Date:

Comm. Number:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED

---

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST -- THAT NECESSARY ACCESSORIES, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS IN THE CITY OF FORT MYERS, COUNTY OF LEE, STATE OF FLORIDA, HAS  
NAMED ANDREA SANDERS, LOCATED AT 1265 CANTERBURY DRIVE, FORT MYERS, LEE  
COUNTY, FLORIDA 33901, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

NECESSARY ACCESSORIES, INC.

(AS)  
Signature: Andrea Sanders  
Andrea Sanders

Title: President/Secretary/Treasurer

Date: March 25, 2002

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 APR -4 PM 11:56

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

(AS)  
Signature: Andrea Sanders  
Resident Agent

Date: March 25, 2002