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ACCOUNT NO. : 072100000032

REFERENCE : 546255 7103152

AUTHORIZATION :

Patricia Pizate

COST LIMIT : \$ 78.75

SECRETARY OF STATE
TALLAHASSEE FLORIDA

2002 APR 24 PM 4:39

FILED

ORDER DATE : April 24, 2002

ORDER TIME : 11:0 AM

ORDER NO. : 546255-010

CUSTOMER NO: 7103152

CUSTOMER: Eric M. Borgia, Esq
Goodlette Coleman & Johnson,
P.a.
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

02 APR 24 PM 12:13

RECEIVED

DOMESTIC FILING

NAME: BAYFRONT CLOTHING BOUTIQUE,
INC.

EFFECTIVE DATE:

400005337344--1

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

JS 4/24/02

**ARTICLES OF INCORPORATION
OF
BAYFRONT CLOTHING BOUTIQUE, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is: BAYFRONT CLOTHING BOUTIQUE, INC., a Florida corporation.

**ARTICLE II
CAPITAL STOCK AND SHAREHOLDERS**

The aggregate number of shares which this Corporation shall have authority to issue is ONE HUNDRED (100) shares of common stock, the par value of each such share being ONE CENT (\$.01).

**ARTICLE III
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the names and addresses of the persons who shall serve as members of the Board of Directors until the election of their successors are as follows:

<u>Name</u>	<u>Address</u>
Kevin L. Stoneburner	2150 Goodlette Road, Suite 700 Naples, Florida 34102

**ARTICLE IV
INITIAL OFFICERS**

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Kevin L. Stoneburner	2150 Goodlette Road, Suite 700 Naples, Florida 34102
Secretary	Kevin L. Stoneburner	2150 Goodlette Road, Suite 700 Naples, Florida 34102

ARTICLE V
INCORPORATOR

The sole incorporator of the Corporation is Kevin L. Stoneburner, whose address is 2150 Goodlette Road, Suite 700, Naples, Florida 34102.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the name of the initial registered agent of this Corporation at that address is: Kenneth B. Cuyler, Esq.

ARTICLE VII
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be: 2150 Goodlette Road, Suite 700, Naples, Florida 34102.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 19 day of April, 2002.



Kevin L. Stoneburner
Incorporator

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT **BAYFRONT CLOTHING BOUTIQUE, INC.**, desiring to organize or qualify
under the laws of the State of Florida, with its principal place of business located at 2150
Goodlette Road, Suite 700, Naples, Florida 34102, has named Kenneth B. Cuyler, Esquire,
located at 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, as its registered agent to
accept service of process within Florida.

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby agree to accept the
appointment as registered agent and 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: April 19, 2002


Kenneth B. Cuyler, Esq.