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April 23, 2002

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
4-23-02

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 26 AM 9:48

Re: Corporate Charter Filing for His & Her Gallery, Inc.

400005361804-0
-04/23/02-01018-001
****122.50 *****78.75

Dear Sir or Madam:

Enclosed please find two executed originals of the Articles of Incorporation for filing with your office.

Enclosed is my check made payable to the Secretary of State in the amount of \$122.50, representative of the \$35.00 filing fee, the \$52.50 fee for certified copy, and \$35.00 for Registered Agent designation.

On filing for record of the above corporation, I would greatly appreciate your returning to me the certified copy of the Articles of Incorporation.

Your assistance and cooperation in this matter is greatly appreciated.

Sincerely yours,

Stephen M. Maher

SMM:rs
Enclosures

R. CHESSEY MAY 1

ARTICLES OF INCORPORATION
OF
HIS & HER GALLERY, INC.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 APR 26 AM 9:48

The undersigned Subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is

HIS & HER GALLERY, INC.

EFFECTIVE DATE
4-23-02

ARTICLE II - DURATION

The existence of this corporation is to begin at the time of subscription and acknowledgment of incorporation and to continue perpetually thereafter.

ARTICLE III - PURPOSE

This corporation is organized for the primary purpose of owning, managing and operating a retail sales facility. In addition, this corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and of the State of Florida or any other state, territory, district or possession of the United States and all such activities or business as may be permitted in any foreign country.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, property, or any form with a value, in the judgment of the Directors, equivalent to or greater than the full par value.

ARTICLE V - ADDRESS

The address of the initial registered office, and that of the principal office, of the corporation in the State of Florida is 13080 Lake Meadow Drive, Fort Myers, FL 33913. The name of the initial registered agent of this corporation at that address is Dawn Verdier. The Board of Directors may from time to time move the principal office to any other address within or without Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors.

ARTICLE VI - DIRECTORS

The corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time in the manner provided by the By-Laws. The names and street addresses of the members of the Board of Directors are:

Dawn Verdier
13080 Lake Meadow Drive
Fort Myers, FL 33913

Roger Genter
11241 Marblehead Manor Court
Fort Myers, FL 33908

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE VII - DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the Directors as Directors and as officers, to restrict the transfer of stock by shareholders, to indemnify Directors, officers, employees, agents and any other persons against liabilities to the full extent permitted by law, to permit contracts or other transactions between the corporation and one or more of its Directors individually or businesses in which one or more of its Directors are interested, and to exercise such other powers of the corporation as are not inconsistent with

these articles or with the By-Laws that be adopted by the shareholders.

ARTICLE VIII - INCORPORATORS

The names and addresses of those person signing these articles is:

Dawn Verdier
13080 Lake Meadow Drive
Fort Myers, FL 33913

The Subscriber of these Articles of Incorporation hereby assigns to this corporation her rights to constitute a corporation and assigns to those persons designated by the Board of Directors any rights she may have as subscriber to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX - CONTRACTS AND OTHER TRANSACTIONS


No contract or other transaction between this corporation and any other corporation, whether or not a majority of the capital stock of the same shall be owned by this corporation, shall be affected or invalidated by reason of the fact that any one or more of the Directors of this corporation is or are interested in, or is a Director or officer, or are Directors or officers, of such other corporation, any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested, and no contract, act, or transaction of this corporation with any person or persons, firm, or other corporation shall be affected or invalidated by the fact that any Director or Directors or officer or officers of this corporation is a party or are parties to or interested in such contract, act, or transaction, or in any way connected with such person or persons, firm or other corporation.

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on shareholders herein are granted subject to this reservation. Each

amendment submitted to the shareholders for approval shall be approved by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I, the undersigned Subscriber, have hereunto set my hand and seal this 23rd day of April 2002, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation, and certify that the facts herein stated are true.


DAWN VERDIER, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **DAWN VERDIER**, to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above this 23rd day of April 2002.



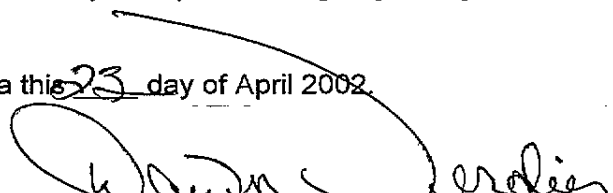
Ruth A. Schrimsher
Commission # CC 940174
Expires June 7, 2002
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC

ACCEPTANCE

I CERTIFY that I am a permanent resident of Lee County, Florida, residing at 13080 Lake Meadow Drive, Fort Myers, FL 33913, do hereby accept the foregoing Designation as Resident Agent.

DATED at Fort Myers, Lee County, Florida this 23 day of April 2002.


DAWN VERDIER, Resident Agent