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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 MAY -6 PM 3: 20

*James A. Wardell, Esquire*  
*Richard J. Zaden, Esquire*

*Telephone 954-568-6115*  
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*John P. Seiler, Esquire,*  
*of Counsel*

*additional office,*  
*Tampa, Fl.*

April 29, 2002

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Rag Street Consignment, Inc.

500005463785--0  
-05/06/02--01119--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75


Dear Sir/Madam:

Please find enclosed an original and a photocopy of the Articles of Incorporation to form the above-named corporation. The designation of the Registered Agent for the corporation is made in the text of the Articles, while the acceptance by the named Registered Agent is attached to the back of the Articles. Also please find enclosed a check in the amount of \$78.75 for the following items:

Filing Fee - Articles of Incorporation	\$ 35.00
Filing Fee - Registered Agent	35.00
Certification Fee - Articles of Incorporation	\$ <u>8.75</u>
<b>TOTAL</b>	<b>\$ 78.75</b>

If you find the enclosures in order, please file the original of the Articles, certify the photocopy thereof and return the certified photocopy to me as soon as possible in the enclosed addressed and stamped envelope. Thank you for your assistance in this matter.

Sincerely,

  
Richard J. Zaden

RJZ/mm  
Enclosures  
Z&W\Fribourg-Gerry\Rag Street\Div.Corp.ltr

5-9  
for  
(5)

**ARTICLES OF INCORPORATION OF  
RAG STREET CONSIGNMENT, INC.  
a Florida Corporation**



The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of the Corporation is RAG STREET CONSIGNMENT, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 9 Copaire Road, Stuart, Florida 34996 and the mailing address of the Corporation is the same.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 200 shares of common stock, 1.00 Dollar (\$1.00) par value per share.

ARTICLE V- INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Address

Gerry Fribourg

9 Copaire Road  
Stuart, Florida 34996

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#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one (1) director to hold office until the first annual meeting of shareholders and until successor(s) shall have been elected and qualified, or until the directors' earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

Name

Address

Gerry Fribourg

9 Copaire Road  
Stuart, Florida 34996

#### ARTICLE VII - INCORPORATOR(S)

The name and address of the person signing these Articles is:

Name

Address

Gerry Fribourg

9 Copaire Road  
Stuart, Florida 34996

#### ARTICLE VIII - AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

#### ARTICLE IX - INITIAL OFFICERS

The Corporation shall have initially four officers until successors have been appointed or until their resignation, removal or deaths. The name and address of the initial officers are:

Gerry Fribourg, President

9 Copaire Road  
Stuart, Florida 34996

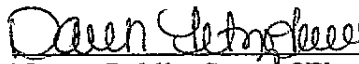
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 05 day of April, 2002.

  
GERRY FRIBOURG  
INCORPORATOR

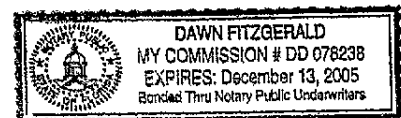
STATE OF FLORIDA     )  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared Gerry Fribourg, who is known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 05 day of April, 2002.

  
Notary Public, State of Florida  
My Commission Expires: 12/13/05

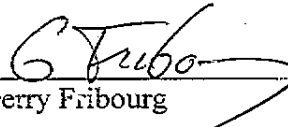
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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial registered agent of **GERRY FRIBOURG, INC.**, as made in the foregoing Articles of Incorporation.

Date: 4/25/02

  
Name: Gerry Fribourg

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