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TRANSMITTAL LETTER

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02 JUN 27 AM 10:03

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

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-06/27/02--01032--026
*****78.75 *****78.75

SUBJECT: MARIE FRANCE, INC.

Enclosed is an original and one (1) copies of the Articles of Incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Marie F. Bersia
132 River Oaks Circle
Sanford, Fl 32771
407-323-0639

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D. WHITE JUN 28 2002

Articles of Incorporation

of

MARIE FRANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of Florida Statutes, Chapter 607, the undersigned, being a natural person, does hereby act as the incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is: Marie France, Inc.

ARTICLE II

The street address of the principal office of the Corporation is: 132 River Oaks Circle, Sanford, Florida 32771

ARTICLE III

The purpose for which the corporation has been formed is to engage in any business allowed under the laws of the State of Florida including, but not limited to, antique sales.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one hundred (100) having a \$ 1.00 par value, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock of the corporation shall be issued as "small business corporation" stock in accordance with the plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

ARTICLE V

The initial Board of Directors shall consist of one (1) member. The name and address of the person who will serve on the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Marie F. Bersia	132 River Oaks Circle Sanford, Florida 32771

ARTICLE VI

The initial street address of the Corporation's registered office is 132 River Oaks Circle, Sanford, Florida 32771. The initial registered agent for the Corporation at that address is Marie F. Bersia.

ARTICLE VII

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Marie F. Bersia	132 River Oaks Circle Sanford, Florida 32771

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE VIII

The corporation elects to be treated as a "small business corporation" and shall take any and all action necessary to comply with the requirements of the Internal Revenue Service for making an election pursuant to Sub Chapter S of the Internal Revenue Code, Section 1362.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation, this 27th day of JUNE, 2002.

Marie F. Bersia

Marie F. Bersia
Incorporator

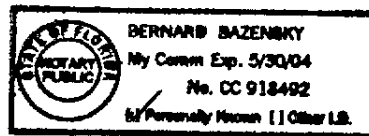
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared MARIE F. BERSIA, to me well known, who, after being duly sworn, deposed and stated that he has read the foregoing and that the same is true and correct.

SWORN TO, acknowledged and subscribed before me this 27th day of JUNE, 2002.

Bernard Bazensky
NOTARY PUBLIC

My Commission Expires: 05/30/04



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACKNOWLEDGE, ACCEPT AND AGREE to act as Registered Agent for MARIE FRANCE, INC.

DATED this 24th day of JUNE, 2002.

Marie F Bersia

MARIE F. BERSIA

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared MARIE F. BERSIA, as Registered Agent for MARIE FRANCE, INC., known to me and known by me to be the person who executed the foregoing Acceptance of Registered Agent, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 24th day of JUNE, 2002.

Bernard Bazensky
NOTARY PUBLIC

State of Florida

MY COMMISSION EXPIRES: 05/30/04

