CAPITAL CONNECTION, INC. 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 T\800-342-8062 • Fax (850) 222-1222 500006161985---07/02/02--01050--023 *****70.00 *****70.00 Art of Inc. File_ LTD Partnership File_____ Foreign Corp. File____ L.C. File_ Fictitious Name File_ Trade/Service Mark Merger File_ Art. of Amend. File RA Resignation_ Dissolution / Withdrawal Annual Report / Reinstatement Cert. Copy_ Photo Copy_ Certificate of Good Standing_ Certificate of Status Certificate of Fictitious Name___ Corp Record Search_ Officer Search Fictitious Search_ Fictitious Owner Search Signature Vehicle Search_ Driving Record_ Requested by: (UCC 1 or 3 File UCC 11 Search_ Name UCC 11 Retrieval

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ARTICLES OF INCORPORATION

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OF

D & J's Boutique, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is D & J's Boutique, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 202 Morningside Drive, Lakeland, FL 33803.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten-thousand shares having no par value.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Thomas S. Hogan, Jr., Esq., 20 South Broad St., Brooksville, FL 34605.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

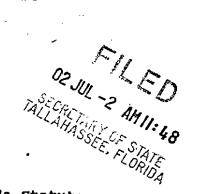
ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is P/T/D, Deanna Bayless, V/S/D, Julie Wilkinson, 202 Morningside Drive, Lakeland, FL 33803.

The undersigned has executed these Articles of Incorporation this 2nd day of July 2002.

"Capital Connection, Inc. by Leilani White, Client Representative"

Jani White



CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

| 1. | The name of | the corp | oration | is: | D 8 | & J's | Bouti | que, | Inc. |
|-----|--------------|----------|---------|-----|----------------|-------|--------|-------|---------------|
| | | | ···· | • | _ - | | | • | |
| 2. | The name and | street | address | of | the | regia | stered | agen | t and office |
| is: | 77 24605 | | Jr., Es | | | | | d St. | , Brooksville |

HAVE 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 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.