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Richard D. Ahlquist\*  
\*Also admitted in Indiana

Please Reply to: Sarasota

August 12, 2002

Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

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-08/07/02--01035--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Dawn's Lingerie Sales & Modeling, Inc.  
Our File No. 17106-NC

Dear Sir or Madam:

In reference to the above captioned matter, enclosed please find the Articles of Incorporation for filing. Also enclosed is our check in the amount of \$70.00 for same.

Thank you for your assistance in this matter.

Very truly yours,

RICHARD D. AHLQUIST  
& ASSOCIATES, P.A.

Richard D. Ahlquist

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STATE  
TALLAHASSEE, FLORIDA

RDA/hb  
enclosure

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**ARTICLES OF INCORPORATION  
OF  
DAWN'S LINGERIE SALES & MODELING, INC.**

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**

The name of this corporation is DAWN'S LINGERIE SALES & MODELING, INC.

**ARTICLE II**

- A. This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.
- B. The general nature of this business to be transacted by this corporation is: the engage in any and all aspects of retail sales of lingerie.

**ARTICLE III**

The aggregate number of shares of stock which the corporation shall have the authority to issue is Five Hundred (500) shares of Common Stock with a par value of One Dollar (\$1.00) per share.

The corporation shall issue only one class of capital stock. That class shall be Common Stock, and it shall be issued in such a manner as to qualify for treatment under United States Internal Revenue Code Sections 1244 and 1371. Existing Stockholders shall have a proportional preemptive right in all issues of stock subsequent to their becoming stockholders.

**ARTICLE IV**

The initial street address of the corporation's principal office and mailing address is 3458 - 17<sup>th</sup> Street, Sarasota, Florida 34235, and the name of the corporation's initial Registered Agent at below address is Richard D. Ahlquist.

**ARTICLE V**

The corporation shall have one (1) Director initially whose name and address is set forth below:

Cari Jones, Pres., 3458 - 17<sup>th</sup> Street, Sarasota, Florida 34235.

**THEREAFTER**, the number of the members of the Board of Directors shall be set by By-Laws, but, in no

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instance, shall be less than one (1) or more than three (3).

#### **ARTICLE VI**

This corporation shall have perpetual existence.

#### **ARTICLE VII**

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in any other corporation, or are Directors or officers of any other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of this corporation who is also a Director or officer of such other corporation or member of such firm, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or Director of such other corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or Director of such other corporation or member of such firm, or not so interested.

#### **ARTICLE VIII**

- A. The power to adopt the By-Laws of this corporation, to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors of this corporation; provided, however, that any By-Law or Amendment hereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new By-Law in lieu thereof may be adopted by vote of the stockholders. No By-Law which has been altered, amended or repealed by vote of the Board of Directors or Shareholders shall be effective until two (2) years shall have expired since such action by vote of such Stockholders or Board of Directors unless approved jointly by the Board of Directors and Shareholders.
- B. The By-Laws of this corporation shall be for the government of the corporation

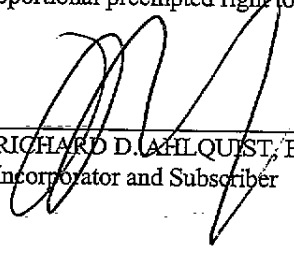
and may contain any provisions or requirements for the management or conduct of the affair and business of the corporation, provided that same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this state or of the United States.

#### ARTICLE IX

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 Statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation, Sarasota, Florida, on this 5 day of August, 2002.

Existing shareholders shall have a proportional preempted right to purchase as to all issues of stock authorized subsequent to their becoming shareholders.

  
\_\_\_\_\_  
RICHARD D. AHLQUIST, ESQ.  
Incorporator and Subscriber

STATE OF FLORIDA)  
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared RICHARD D. AHLQUIST, well known to me to be the individual described in and who executed the foregoing instrument in writing and they acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Sarasota, in the County and State aforesaid, this 5 day of August, 2002.

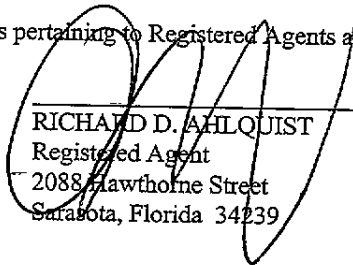


  
NOTARY PUBLIC

My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT DESIGNATION**

The undersigned individual having been named as Registered Agent for the above-stated corporation in Article IV, at the place designated in said Article, hereby accepts to act in the capacity of Registered Agent, and agrees to comply with the pertinent provisions of the Florida Statutes pertaining to Registered Agents and Officers.

  
RICHARD D. AHLQUIST  
Registered Agent  
2088 Hawthorne Street  
Sarasota, Florida 34239

STATE OF FLORIDA)  
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared RICHARD D. AHLQUIST, well known to me to be the individual described in and who executed the foregoing instrument in writing and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Sarasota, in the County and State aforesaid, this 5 day of August, 2002.



  
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My Commission Expires:

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