

PD2000088/89
TRANSMITTAL LETTER

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

FILED
02 AUG 14 PM 4:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Subject: What To Wear? Inc.
(Proposed Corporate Name)

Enclosed is an original and one (1) copy of the Articles of Incorporation and our check
for \$ 78.75

From: Terri Lee Rebecky
(Name)
221 Halton Circle
(Address)
Seffner, FL 33584
(City, State, & Zip)
(813) 784-4671
(Telephone Number, Including Area Code)

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*****78.75 *****78.75

Note: Please provide the original and one copy of the Articles.

W0222464

D. WHITE AUG 14 2002



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 5, 2002

TERRI LEE REBECKY
221 HALTON CIR
SEFFNER, FL 33584

SUBJECT: WHAT TO WEAR? INC.
Ref. Number: W02000022464

We have received your document for WHAT TO WEAR? INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

SEE ATTACHED

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 702A00046681

**ARTICLES OF INCORPORATION
OF
What To Wear? Consignment, Inc.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator(s) to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I
Name and Address**

The name of this Corporation is: **What To Wear? Consignment, Inc.**

The mailing address and street address of the Corporation are:

**3305 Bay to Bay Blvd.
Tampa, Florida 33629**

**ARTICLE II
Term of Existence**

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

**ARTICLE III
Purpose**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
Powers**

The corporation shall have the power:

- a) To have perpetual succession by its corporate name;
- b) To sue and be sued, complain, and defend in its corporate name;
- c) To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing, or affixing it or in any other manner reproducing it;
- d) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;

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- f) To lend money to , and use its credit to assist, its officers and employees to the full extent permitted by law;
 - g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;
 - h) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with, shares or other interests in, or obligations of, any other entity;
 - i) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
 - j) To conduct its business, locate offices and exercise the powers granted by this act within or without this state;
 - k) To elect directors and appoint officers, employees and agents of the Corporation and define their duties, fix their compensation, and lend them money and credit;
 - l) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of the Corporation;
 - m) To make donations for the public welfare or for charitable, scientific, or educational purposes;
 - n) To transact any lawful business that will aid governmental policy;
 - o) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees and agents and for any or all of the current or former directors, officers, employees and agents of its subsidiaries;
 - p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and
 - q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity;
 - r) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

ARTICLE V
Capital Stock

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value stock, which shall be designated Common Shares.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is:

**221 Halton Circle
Seffner, Florida 33584**

and the name of its registered agent at such address is:

Terri Lee Rebecky

ARTICLE VII
Initial Board of Directors

This Corporation shall have **(1)** director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director(s) of this Corporation is:

Name and Address

**Terri Lee Rebecky
221 Halton Circle
Seffner, Florida 33584**

ARTICLE VIII
Incorporator

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

Name and Address

**Terri Lee Rebecky
221 Halton Circle
Seffner, Florida 33584**

ARTICLE IX
Amendment

These Articles of Incorporation may be amended in the manner provided by law.
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation.

Terri Lee Rebecky
Terri Lee Rebecky

8-9-02
Date

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

FILED

02 AUG 14 PM 4:38

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned 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.

2. The name of the corporation is: **What To Wear? Consignment, Inc.**
2. The name and address of the registered agent and office is:

**Terri Lee Rebecky
221 Halton Circle
Seffner, Florida 33584**

(NOTE: P.O. BOX IS NOT ACCEPTABLE)

Having 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.


Terri Lee Rebecky


DATE