

CORPORATE
ACCESS,
INC.

PE2000106818

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Unique - Tiques, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF INCORPORATION

OF

UNIQUE-TIQUES, INC.

FILED
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ARTICLE I - NAME

The name of this corporation is Unique-Tiques, Inc. and is located at 6239 Edgewater Drive, D-15, Orlando, FL 32810.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6239 Edgewater Drive, D-15, Orlando, Florida 32810 and the name of the initial registered agent of this corporation at that address is Kim William Hoesly.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| Kim William Hoesly | 6239 Edgewater Drive, D-15 Orlando, FL 32810 |

ARTICLE VIII - INCORPORATOR

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

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| Kim William Hoesly | 6239 Edgewater Drive, D-15 Orlando, FL 32810 |

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

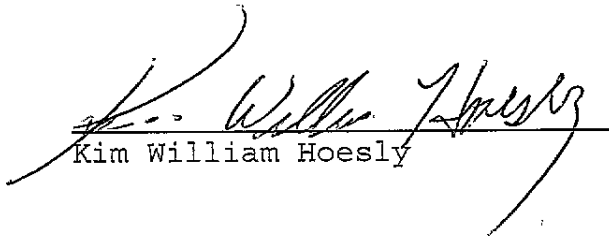
ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of September, 2002.


Kim William Hoesly

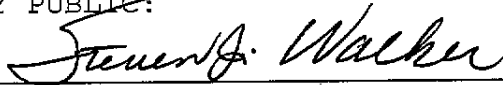
STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 30th day of September, 2002, by Kim William Hoesly, who is personally known to me or who produced the following identification FLORIDA DRIVER'S LICENSE and who did take an oath.

NOTARY PUBLIC:

Sign:



Print:

STEVEN J. WALKER



Steven J Walker
My Commission CC798512
Expires December 21, 2002

State of Florida (SEAL)

My Commission Expires 12-21-02

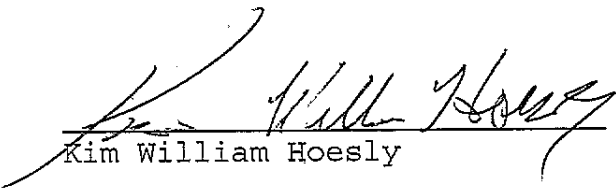
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that Unique-Tiques, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named Kim William Hoesly, located at 6239 Edgewater Drive, D-15, Orlando, Florida 32810, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Kim William Hoesly