

PO2000107395

JAN FALCIONE  
3203 SHELLPOINT RD.W.  
RUSKIN,FL.

9-30-02

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-10/04/02--01018--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FLORIDA DIV. OF CORPORATIONS

ENCLOSED PLEASE FIND A CHECK FOR \$70.00 TO  
COVER FILING FEES.

THANK YOU,

*Jan Falcione*

FILED  
02 OCT -3 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*g 10/4*

**ARTICLES OF INCORPORATION OF  
JAN'S CLOTHING INC.**

The undersigned, acting as the incorporator of JAN'S CLOTHING INC. under the Florida Business Corporation Act (The "Act"), Chapter 607, Florida Statutes, adopts the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the corporation is Jan's Clothing Inc.

**ARTICLE II**

**INITIAL MAILING ADDRESS AND PRINCIPAL OFFICE**

The mailing address of the corporation and the street address of its initial principal office is 301 US Highway 41 S. Ruskin, Fl. 33570

**ARTICLE III  
PURPOSE**

The general purpose of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be to provide retail sales to the general public.

This corporation shall have perpetual existence.

**ARTICLE IV  
CAPITAL STOCK**

The number of shares of capital stock that the corporation is authorized to issue and have outstanding is 1,000 shares of common stock, having a par value of \$.01 per share. Each share of common stock shall be identical in all respects and the holders of the shares of common stock shall be entitled to one vote per share of owned stock with respect to all matters on which the shareholders have the right to vote. The corporation is not authorized to issue fractional shares of its capital stock. The corporation has the right to purchase or otherwise acquire shares of its capital stock to the extent provided by law, its Bylaws, or any agreement duly executed by the corporation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V  
INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time, as provided in the corporation's Bylaws. The name and street address of the initial director are as follows:

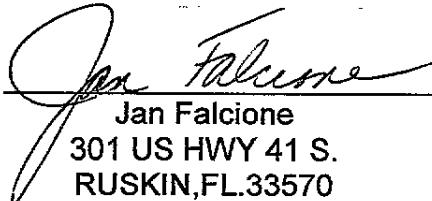
NAME	ADDRESS
JAN FALCIONE	301 US HWY 41 S. RUSKIN, FL. 33570

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered offices of the corporation is 301 U.S. HWY 41 S., Ruskin, FL. 33570 and the name of the corporation's initial registered agent at that address is Jan Falcione. This corporation shall have the right to change such registered office from time to time, as provided by law.

**ARTICLE VII  
INCORPORATOR**

The name and street address of the incorporator are as follows:

  
Jan Falcione  
301 US HWY 41 S.  
RUSKIN, FL. 33570

The incorporator assigns to the corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the Board of Directors, effective as of the date when corporate existence begins, any rights she has as incorporator to acquire any of the capital stock of the corporation.

**ARTICLE VIII  
COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence at the time and on the date these Articles of Incorporation are filed with the Florida Department of State.

**ARTICLE IX  
BYLAWS**

The power to adopt, amend, and repeal Bylaws is vested in both the Board of Directors of the corporation and the shareholders, except that the Board of Directors shall not amend or repeal a Bylaw adopted by the shareholders if the shareholders adopting resolution specifically provides that the Bylaws cannot be amended or repealed by the Board of Directors.

**ARTICLE X  
AMENDMENTS**

The corporation reserves the right to amend or repeal any provision of these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. Before the issuance of any shares of the corporation, the Board of Directors of the corporation may amend these Articles of Incorporation by unanimous vote or written consent. Thereafter, every amendment must be approved by the Board of Directors by unanimous written consent or the affirmative vote of all the directors, proposed by the Board of Directors to the shareholders, and approve by the vote or written consent of the holders of a majority of the shares entitled to vote on the matter.

EXECUTED SEPT 30, 2001

  
JAN FALCIONE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, Jan Falcione, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agreed and consents to act in that capacity. The undersigned is familiar with and accepts the duties of such position.

Dated: SEPT 30, 2002

  
JAN FALCIONE