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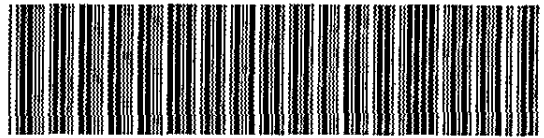
AUTHORIZATION BY PHONE TO

CORRECT art - IV. + VIII

DATE 11/20/02

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EFFECTIVE DATE
11-07-02

11/15/02--01033--016 **78.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Bm 11/20

SANDRA K. HAAS
ATTORNEY AND COUNSELOR AT LAW

302 S.W. Plant Avenue
Post Office Box 520
Branford, Florida 32008

Telephone: (386) 935-6200
Fax: (386) 935-6206

November 7, 2002

Secretary of State
Department of Corporations
Post Office Box: 6327
Tallahassee FL 32314

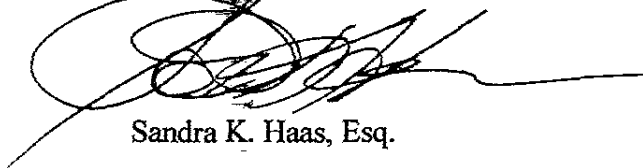
Re: MICHELLE'S PAGEANT PLACE
Articles of Incorporation

Dear Sir and Madam:

Enclosed you will find the following with regard to the above referenced corporation:

1. The original Articles of Incorporation for filing with the Department of State.
2. Copy of Articles for certification.
3. Check in the amount of \$78.50, made payable to the Florida Department of State.

Sincerely,



Sandra K. Haas, Esq.

SKH
enclosures as noted

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MICHELLE'S PAGEANT PLACE, INC.**

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being natural persons, do hereby act as an incorporators in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation under the Florida Business Corporation Act.

ARTICLE I

The name of the corporation ("corporation") is:

EFFECTIVE DATE

11-07-02

MICHELLE'S PAGEANT PLACE, INC.

ARTICLE II

The address of the principal office of the corporation is 302 S. W. Plant Avenue, Branford, Florida 32008.

ARTICLE III

The maximum number of shares this corporation is authorized to issue is ten thousand (10,000) all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one (1) vote for each share upon all matters on which shareholders have the right to vote. The Board of Directors may authorize issuance of all of the corporation's shares without certificates.

ARTICLE IV

The initial street address of the corporation's registered office is 18492 105th Road, McAlpin, Florida 32062. The initial registered agent for the corporation at that address is MICHELLE HAAS MCCOLLUM.

ARTICLE V

The name and street address of the persons signing these Articles of Incorporation are:

MICHELLE HAAS MCCOLLUM, 18492 105th Road, McAlpin, Florida 32062

ARTICLE VI

The initial Board of Directors shall consist of one (1) member. The name and address of the person who will serve on the initial Board of Directors and as President/Secretary/Treasurer: MICHELLE HAAS MCCOLLUM.

ARTICLE VII

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE VIII

The existence of the corporation shall begin on November 7, 2002. This corporation is to exist perpetually.

ARTICLE IX

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 13th day of November, 2002.


MICHELLE HAAS MCCOLLUM, Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 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,

1. The name of the corporation is: MICHELLE'S PAGEANT PLACE, INC.
2. The name and address of the registered agent and office is:

MICHELLE HAAS MCCOLLUM
(Name)

18492 105th Road, McAlpin, Florida 32062
(Address)

Having been named as registered agent and designated as the person 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 obligation of my position as registered agent.



MICHELLE HAAS MCCOLLUM

Dated: 11-13-02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA