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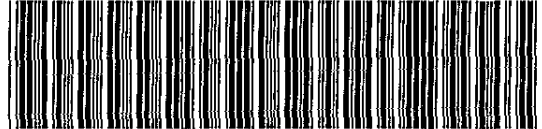
(Business Entity Name)

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TALLAHASSEE, FLORIDA
02 DEC -5 PM 12:12

W02-31885

TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Subject: The Foxy Boutique

Enclosed is an original and one copy of the Articles of Incorporation of The Foxy Boutique and a check for \$87.50 for filing fee, certified copy and certificate of status. Please mail me back a receipt and acknowledgement of filing for The Foxy Boutique.

Thank you.

SHANNON SHALHOUB
4835 Rustic Pines Court
Jacksonville, FL 32257



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 26, 2002

SHANNON SHALHOUB
4835 RUSTIC PINES COURT
JACKSONVILLE, FL 32257

SUBJECT: THE FOXY BOUTIQUE
Ref. Number: W02000031885

We have received your document for THE FOXY BOUTIQUE and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

IN ARTICLE IX YOU GAVE THE ADDRESS FOR THE REGISTERED AGENT BUT YOU FAILED TO GIVE THE NAME OF THE REGISTERED AGENT.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 302A00060744

ARTICLES OF INCORPORATION
OF

THE FOXY BOUTIQUE, INC.

We, the undersigned, have this day associated ourselves together for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is THE FOXY BOUTIQUE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: 4835 Rustic Pines, Jacksonville, Florida 32257.

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ARTICLE III - PURPOSE

The purpose for which this Corporation is being formed is to promote the sale of lingerie, shoes, clothing plus other boutique items and free enterprise.

ARTICLE IV - SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand Shares of Non-Assessable Common Stock, having a par value of \$1.00.

Shares having a par value may be issued for such consideration expressed in dollars not less than the par value thereof, as shall be fixed from time to time by the shareholders of the corporation.

ARTICLE V - DISTRIBUTION FROM CAPITAL SURPLUS

The Board of Directors of the Corporation may, from time to time, distribute on a pro-rata basis to its shareholders out of the capital surplus of the Corporation a portion of its assets, in cash or property.

ARTICLE VI - DIVIDENDS FROM DEPLETION RESERVES

The Board of Directors may, from time to time, declare and cause the corporation to pay cash dividends from the depletion reserves established by the corporation.

ARTICLE VII - REDUCTION OF DEFICITS

The Corporation may apply any and all of its capital surplus to the reduction or elimination of any deficit arising from losses, however, incurred, but only after first eliminating the earned surplus, if any, of the Corporation by applying such losses against earned surplus, if any, and only upon the affirmative vote of the holders of a majority of the issued and outstanding voting stock of the corporation at a meeting duly and properly noticed and held.

ARTICLE VIII - PERPETUITIES

The Corporation's existence shall be perpetual.

ARTICLE IX - INITIAL REGISTERED AGENT

The name and the address of the initial registered agent of the Corporation is SHANNON SHALHOUB, 4835 Rustic Pines Ct, Jacksonville, Florida 32257.

ARTICLE X - FISCAL YEAR END

The Corporation shall initially have a fiscal year end of December 31.

ARTICLE X - INCORPORATORS

The name and street addresses of the Incorporator to these Articles of Incorporation is:

Shannon Shalhoub
4835 Rustic Pines Ct
Jacksonville, FL 32257

The undersigned incorporators have executed these Articles of Incorporation this 30th day of November, 2002.



SHANNON SHALHOUB, President/Treasurer



SHANNON SHALHOUB, Secretary

REGISTER AGENT

I, hereby accept the designation as register agent



SHANNON SHALHOUB