

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0391

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
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FLORIDA PROFTT CORPORATION OR P.A.

BARBARA ANN INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
BARBARA ANN INC.

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SECRET
TALLAHASSEE, FLORIDA

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607, of the Revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **BARBARA ANN INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is *100 common shares with \$1.00 par value.*
5. The principal address and mailing address of the corporation will be:
18835 US Hwy. 19, Hudson, FL 34667
6. Its registered office in the State of Florida is to be located at 5327 Commercial Way, 109 Floor, Spring Hill, FL 34606 its registered agent at such address is:
George M. Germann
7. The name and address of each person who shall serve as Director is as follows:
David H. Kopp, 18835 US Hwy. 19, Hudson, FL 34667
8. The name and address of the sole incorporator is: *Flora L. Dufour c/o*
BlumbergExcelsior Corporate Services, Inc., 62 White Street, NY 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated July 24, 2002


Flora L. Dufour
Sole Incorporator

BlumbergExcelsior Corporate Services, Inc.
62 White Street New York, NY 10013

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered agent of
BARBARA ANN INC. corporation.

Dated: July 24, 2003


George M. Germann

BlumbergExcelsior Corporate Services
62 white Street
New York, NY 10013
212-431-5000

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DATE
TALLAHASSEE, FLORIDA