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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

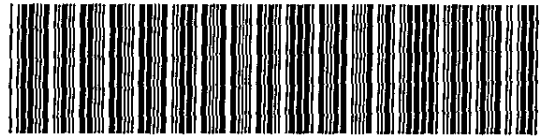
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**McManus
&
McManus, P.A.**

Attorneys at Law

R. Bruce McManus, President
Board Certified Wills, Trusts and Estate Lawyers
Fred J. McManus 1904-1983

Mary McManus Taylor

December 23, 2003

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Dear Representative:

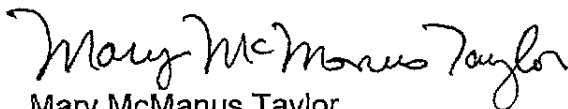
Enclosed please find two copies of the Articles of Incorporation for Rags to Riches, Inc., a new Florida corporation. Please file one copy and return the second copy showing the date and filing information in the envelope provided. A check in the amount of \$78.75 is enclosed to cover the following expenses:

Filing Articles of Incorporation	\$35.00
Designation and Acceptance by Registered Agent	\$35.00
Certified Copy of Articles	<u>\$ 8.75</u>
	\$78.75

If you have any questions please contact my office.

Your very truly

MCMANUS & MCMANUS, P.A.



Mary McManus Taylor
MMT:ln

Enclosures
cc: Deborah Papich

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Rags to Riches, Inc.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Rags to Riches, Inc.

The address of the principal office of this corporation shall be 408 N. 20th Ave., Indian Rocks Beach, FL 33785 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000 shares of common stock have \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation and the name of the initial registered agent of the corporation at that address is:

Deborah Papich
408 N. 20th Ave.
Indian Rocks Beach, FL 33785

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of , and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The name and address of the initial member of the Board of Directors is:

Name

Address

Deborah Papich

**408 N. 20th Ave.
Indian Rocks Beach, FL 33785**

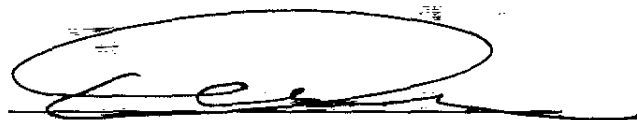
ARTICLE VII. INCORPORATOR

The names and street address of the incorporator to the Articles of Incorporation is:

Deborah Papich 408 N. 20th Ave., Indian Rocks Beach, FL 33785

The undersigned incorporator has executed these Articles of Incorporation this 19 day of

December, 2003.



Signature of Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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:

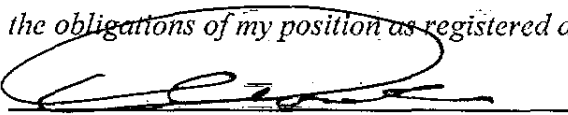
Rags to Riches, Inc.
408 N. 20th Ave.
Indian Rocks Beach, FL 33785

2. The name and address of the registered agent and office is:

Deborah Papich
408 N. 20th Ave.
Indian Rocks Beach, FL 33785

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and 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 obligations of my position as registered agent.



Print Name:

Deborah A Papich

Date

12-19-03