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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*The Law Office of
Jay C. Preefer
2161 Palm Beach Lakes Boulevard
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West Palm Beach, Florida 33409*

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January 23, 2004

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: LANTANA UPSCALE CONSIGNMENT INC.

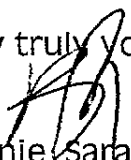
Dear Sir/Madam:

Enclosed herewith please find the original and two copies of the Articles of Incorporation with regard to the above referenced corporation, together with one check in the amount of \$78.75 for the filing fees for this corporation.

Kindly process the Articles of Incorporation and return one certified copy in the envelope provided herein. Thank you for your courtesy and cooperation in this regard.

If you have any questions or comments, please feel free to contact this office.

Very truly yours,


Bonnie Sarabia
Legal Assistant to
Jay C. Preefer, Esquire

Enclosures:
JCP/bs

ARTICLES OF INCORPORATION
OF
LANTANA UPSCALE CONSIGNMENT INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is: LANTANA UPSCALE CONSIGNMENT INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation may engage in any activity of business permitted under the laws of the State of Florida, said corporation's primary purpose to be a Consignment shop.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$100.00 par value common stock, as follows:

ROSARY MAROULIS-100 SHARES

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is: 115 South Third Street, Lantana, Florida 33462, and the name of the initial registered agent of this corporation at that address is ROSARY MAROULIS.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 115 SOUTH THIRD STREET, LANTANA, FLORIDA 33462, and

the name of the initial registered agent of this corporation at that address is ROSARY MAROULIS.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one. The name and address of the initial director is: ROSARY MAROULIS, 115 SOUTH THIRD STREET, LANTANA, FLORIDA 33462.

ARTICLE IX

OFFICERS

The name of the initial officers of the corporation is:

ROSARY MARLOULIS

ARTICLE X

INCORPORATOR

The name of the persons signing these Articles: ROSARY MARLOULIS, 115 SOUTH THIRD STREET, LANTANA, FLORIDA 33462

ARTICLE XI

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII

AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber hereunto executed these Articles of Incorporation, this 23th day of January, 2004.


ROSARY MAROULIS

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent of the above named corporation, the undersigned does hereby accept such appointment and does hereby agree to do all things necessary in order to carry out any and all duties required of such position.

DATED this 23rd day of January, 2004.


ROSARY MAROULIS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared ROSARY MAROULIS, who, after being first duly sworn, deposes and states that he signed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this 23rd day of January, 2004.


NOTARY PUBLIC/ BONNIE LOU SARABIA

My commission expires:

