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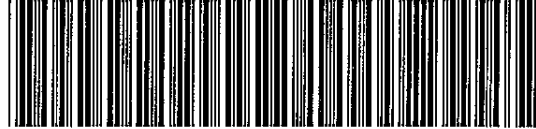
(Business Entity Name)

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ROBERTS, ROBERTS & ROBERTS

ATTORNEYS AT LAW
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MARIANNA, FLORIDA 32447

JOHN E. ROBERTS
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(850) 526-3909

*ALSO ADMITTED IN MISSISSIPPI

February 16, 2004

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Jema Boutique, Incorporated

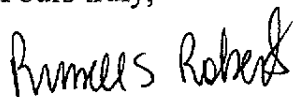
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named for profit corporation. The resident agent designation is also enclosed. Please endorse your approval of the articles on the duplicate copy and return the same to me along with the certificate to the post office address set forth above.

I have enclosed a check made payable to the Secretary of State in the sum of \$87.50 to cover the filing fee, the certified copy fee, and the certificate fee. Thank you for your attention in this matter.

If you have any questions concerning this matter, please do not hesitate to contact me.

Yours truly,



Russell S. Roberts

RSR/mb

Enclosures: As stated above

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JEMA BOUTIQUE, INCORPORATED

In compliance with the requirements of Florida Statute Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is JEMA BOUTIQUE, INCORPORATED.

ARTICLE II

The existence of the Corporation shall begin on the day the Articles of Incorporation are filed with the Secretary of State.

ARTICLE III

The street address of the principal office of the Corporation is 4430 Lafayette Street, Marianna, Florida 32446.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 4430 Lafayette Street, Marianna, Florida 32446. The initial registered agent for the Corporation at that address is Mary M. Skipper.

ARTICLE VI

The initial board of directors shall consist of two (2) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Mary M. Skipper
4430 Lafayette Street
Marianna, Florida 32446

Jennie Ann Dean
4430 Lafayette Street
Marianna, Florida 32446

ARTICLE VII

The name and street address of the persons signing these articles of incorporation are:

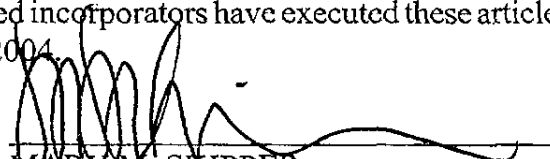
Mary M. Skipper
4430 Lafayette Street
Marianna, Florida 32446

Jennie Ann Dean
4430 Lafayette Street
Marianna, Florida 32446

ARTICLE VIII

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 11th day of February, 2004.


MARY M. SKIPPER
INCORPORATOR

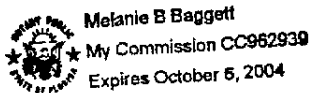

JENNIE ANN DEAN
INCORPORATOR


**STATE OF FLORIDA
COUNTY OF JACKSON**

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, MARY M. SKIPPER, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that she subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of February, 2004.

[SEAL]



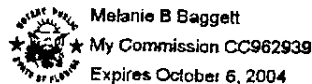

MELANIE B. BAGGETT
NOTARY PUBLIC
My commission expires:


**STATE OF FLORIDA
COUNTY OF JACKSON**

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, JENNIE ANN DEAN, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that she subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of February, 2004.

[SEAL]




MELANIE B. BAGGETT
NOTARY PUBLIC
My commission expires:

NAME: MARY M. SKIPPER
ADDRESS: 4430 LAFAYETTE STREET
MARIANNA, FLORIDA 32446

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for JEMA BOUTIQUE, INCORPORATED at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under Florida Statute 607.0501(3).

Dated this 6th day of February, 2004.



MARY M. SKIPPER

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TALLAHASSEE, FLORIDA