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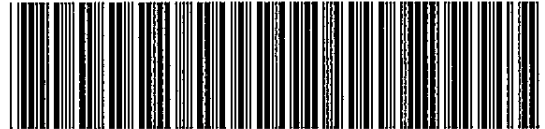
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 578964 121501A

AUTHORIZATION :

Patricia Pappas

COST LIMIT : \$ 78.75

ORDER DATE : April 20, 2004

ORDER TIME : 10:18 AM

ORDER NO. : 578964-005

CUSTOMER NO: 121501A

CUSTOMER: C. Holt Smith, Iii, Esq
C. Holt Smith, Iii, Esq

Suite 930
233 East Bay Street
Jacksonville, FL 32202

DOMESTIC FILING

NAME: FEMME, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

of

FEMME, INC.
(a corporation)

Executed by the undersigned for the purposes of forming a Florida Corporation under Chapter 607, Florida Statutes (2003):

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME AND ADDRESS

The name and address of the corporation is:

FEMME, INC.
5000-18 Hwy 17 #84
Orange Park, Florida 32003

ARTICLE II. DURATION AND COMMENCEMENT

This corporation shall exist perpetually and shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III. PURPOSES

This corporation is organized for the following purposes:

1. To own and operate a retail lingerie and custom makeup sales business.
2. To hire and/or train personnel to carry out these purposes.
3. To rent, lease, purchase and/or own facilities and equipment which are sufficient for the conduct and/or operation of the purposes of the corporation.
4. To transact any and all lawful business for which corporations may be incorporated or organized under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of Five Dollar (\$5.00) per share par value common stock which shall be designated common shares, all of which shall be the same class.

ARTICLE V. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common

shares of this corporation. The holder of each outstanding common share shall be entitled to one (1) vote per share unless otherwise provided in the By-Laws.

ARTICLE VI. MANAGEMENT

The business of this corporation shall be managed by a Board of Directors chosen by the Shareholders or the Shareholders may elect to have the corporation managed by the Shareholders acting as Directors, in which case the terms shall be used interchangeably herein, pursuant to Chapter 607, Florida Statutes (2003).

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial Registered Agent of this corporation is **233 E. Bay Street, Ste. 930, Jacksonville, Florida 32202**, and the name of the initial Registered Agent of this corporation at that address is **C. HOLT SMITH, III, ESQUIRE**.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially, the number of which may be increased or decreased from time to time according to the By-Laws of this corporation, but shall never be less than one (1) Director. The name and address of the initial Directors of this corporation are:

SAVANNAH RENE POOLE: **5000-18 Hwy 17 #84**
 Orange Park, Florida 32003

PHYLLIS KEENER: **5000-18 Hwy 17 #246**
 Orange Park, Florida 32003

ARTICLE IX. INCORPORATOR

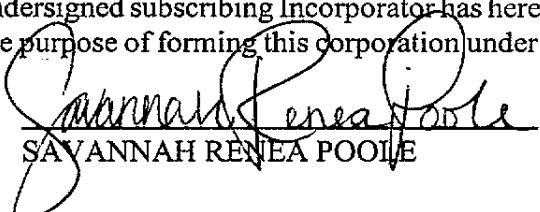
The name and address of the person signing these Articles of Incorporation is:

SAVANNAH RENE POOLE: **500-18 Hwy 17 #84**
 Orange Park, Florida 32003

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator has hereunto set his hand and seal this 17 day April 2004 for the purpose of forming this corporation under the laws of the State of Florida.

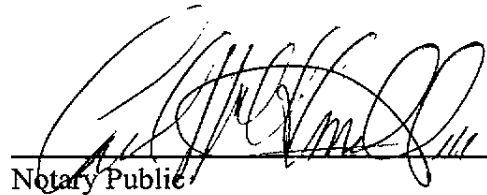

SAVANNAH RENE POOLE

STATE OF FLORIDA
COUNTY OF DUVAL

I **HEREBY CERTIFY** that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared **SAVANNAH RENE POOLE**, who executed the foregoing instrument as Incorporator of **FEMME, INC.**, a corporation named herein, and acknowledged before me that she executed the same as such Incorporator, in the name of and on behalf of the said corporation. She is ☒ personally known to me ___ or has ☐ produced ___ as identification and did (did not) take an oath.

19 **IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, this day of April 2004.

(SEAL)


Notary Public

My Commission Expires:

CARL HOLT SMITH III
Typed/printed name of Notary



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM
SERVICE OF PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

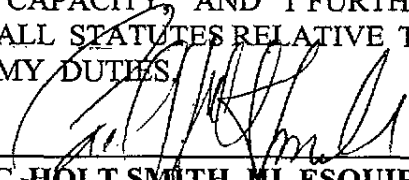
First, that **FEMME, INC.**, desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named
C. HOLT SMITH, III, ESQUIRE, located at 233 E. Bay Street, Ste. 930, Jacksonville, Florida
32202, as its Agent to accept service of process within Florida.

FEMME, INC.

By: 
SAVANNAH RENE POOLE, President

DATED: April 19, 2004

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.


C. HOLT SMITH, III, ESQUIRE
Registered Agent

DATED: April 19, 2004

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TALLAHASSEE, FLORIDA

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