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REPLY TO:
2500 MONUMENT ROAD, SUITE 201

June 7, 2004

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Clarissa & Toni, Inc.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of Clarissa & Toni, Inc. Also enclosed is our check in the amount of \$78.75, payable to the Florida Department of State, to cover your fees for filing, registration and certification.

If you have any questions, please feel free to contact me. Your assistance is greatly appreciated.

Very truly yours,

Lee S. Osborne

LSO/cys

Enclosures

ARTICLES OF INCORPORATION

FOR

CLARISSA & TONI, INC.

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

ARTICLE I

Name, Location and Mailing Address of Principal Office

The name of the corporation is CLARISSA & TONI, INC. The principal office and mailing address of this corporation is 7897 Steamboat Springs Court, Jacksonville, Florida 32210.

ARTICLE II

Purpose

This corporation is organized specifically for the purpose of retail sales and generally for transacting any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Capital Stock

This corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2)(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien. The corporation is authorized to issue five hundred (500) shares of capital stock, of which 250 shares shall be issued to Toni V. Thofield and 250 shares to Clarissa R. Nelson, each share having a par value of \$1.00.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 7897 Steamboat Springs Court, Jacksonville, Florida 32210, and the name of the initial registered agent of the corporation at that address is Clarissa R. Nelson.

ARTICLE V

Directors

This corporation shall initially have two directors. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five. The name, street address and title of the members(s) of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Street Address</u>	<u>Title</u>
Clarissa R. Nelson	7897 Steamboat Springs Court Jacksonville, FL 32210	President, Secretary Treasurer
Toni V. Thofield	8A Center North Windridge Lane Purvis, MS 39475	Vice President

ARTICLE VI

Incorporator

The name and street address of the Incorporator of this corporation are Clarissa R. Nelson, of 7897 Steamboat Springs Court, Jacksonville, Florida 32210.

ARTICLE VII

By-Laws

The initial By-Laws of this corporation shall be adopted by the director(s). By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

ARTICLE VIII

Restrictions on Transfer of Stock

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minutes book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IX

Director Compensation

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation in any form.

ARTICLE X

Indemnification

The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the Incorporator has executed these Articles the 4 day
of June, 2004.

Clarissa R. Nelson

Clarissa R. Nelson
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 4th day of
JUNE, 2004 by Clarissa R. Nelson.

Notary Public, State of Florida

Print Name:

My Commission Expires


Personally known _____ or produced identification:

Florida Drivers License
#N425-116-67-8480

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

CLARISSA & TONI, INC., desiring to organize under the laws of the State of Florida as a corporation, has named Clarissa R. Nelson, who maintains an office at 7897 Steamboat Springs Court, Jacksonville, Florida 32210, as its registered agent to accept service of process within this State, all in accordance with Section 607.034, Florida Statutes.

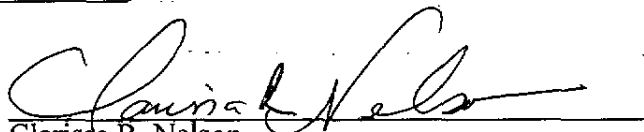
DATED this 4 day of June, 2004.

By: 
Clarissa R. Nelson, Incorporator

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 4 day of June, 2004.


Clarissa R. Nelson