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S

Douglas Smith
225 3rd St
Bonita Springs, FL 34134

(Address)

(City/State/Zip/Phone #)

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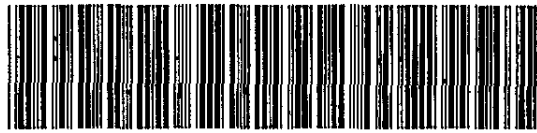
(Business Entity Name)

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SECRET
DIVISION
04 JUN 14 AM 11:47

ARTICLES OF INCORPORATION

VICTORIA'S SECRET ROSE COFFEE & TEA ROOMS, INC.

04 JUN 14 AM 11:47
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE 1

The nature of the business and objects and purposes to be transacted and carried on by this corporation is to conduct a Retail Food & Beverage Business and all related activities and to do any and all of the things as fully and to the same extent as natural persons might or could do in all parts of the world.

The corporation may engage in any activity or business permitted under the laws of the United States or of this State. No contract or other transaction between the corporation or any other corporation, shall be effected or invalidated by the fact that any one or more of the stockholders of this corporation is or are interested in, or is a stockholder or officer or are stockholders or officers of such other corporations, and any stockholder or stockholders or officer of offices, individually or jointly may be a party or parties to, or interested in any contract or transaction of this corporation, or in which this corporation is interested in and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be effected or invalidated by the fact that

any stockholder or stockholders of this corporation is a party to or are parties to or are interested in such contract, act, transaction, or in any way connected with such person or persons, firms or associations, and each and every person who may become a stockholder of this corporation is hereby relieved from any and all liabilities that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in anywise be interested.

ARTICLE II

The name of the corporation shall be:

VICTORIA'S SECRET ROSE COFFEE & TEA ROOMS, INC.

ARTICLE III

The authorized capital stock of this corporation shall be seven thousand five hundred (7500) shares with a par value of one dollar (\$1.00) per share.

ARTICLE IV

The principal place of business of this corporation shall be:

225 W. 3rd Street
Bonita Springs, Florida 34134

ARTICLE V

The business of the corporation shall be managed and conducted by a Board of Directors of not less than one (1) nor more than four (4) members as from time to time are determined by the stockholders, or by the directors, in accordance with the By-laws of

the Corporation. The initial Board of Directors shall be composed of two directors and the names and addresses of the directors are as follows:

Douglas Smith
225 W. 3rd Street
Bonita Springs, Fl 34134

Avril Smith
225 W. 3rd Street
Bonita Springs, Fl 34134

ARTICLE VI

The street address of the corporation is:

225 W. 3rd Street, Bonita Springs, Florida, 34134, and the name and address of the registered agent of this corporation is:

Douglas Smith
225 W. 3rd Street
Bonita Springs, Fl 34134

ARTICLE VII

The name and address of the person forming this corporation is:

Douglas Smith
225 W. 3rd Street
Bonita Springs, Fl 34134

ARTICLE VIII


The annual meeting of the stockholders shall be held at the office of the corporation on the second Monday in July of each and every year. The executive officers of this corporation shall be a President, a Secretary, a Treasurer, and at the option of the stockholders, one or more Vice-presidents. The office of any one or more may be held by the same person. Such executive officers shall be elected by the stockholders at each annual meeting as aforesaid. The stockholders shall have the power to fill any vacancy in any office.

ARTICLE IX

The first meeting of the incorporated and stockholders for the purpose of organizing and adopting By-laws and election of officers shall be held at the office of the corporation.

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and seal this

10th day of JUNE 2004.

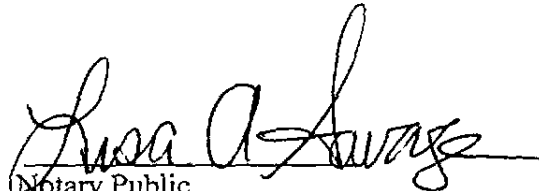

Douglas Smith /Incorporator

STATE OF FLORIDA
COUNTY OF LEE COUNTY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal at Lee and State and County

this 10th day of JUNE 2004.



Notary Public



Lisa A. Savage
MY COMMISSION # DD146035 EXPIRES
December 18, 2006
BONDED THRU TROY FARM INSURANCE, INC.


CERTIFICATION OF PLACE OF BUSINESS
AND DESIGNATION OF RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: VICTORIA'S SECRET ROSE, COFFEE & TEA ROOMS, INC desires to organize under the laws of state of Florida with the principal place of business as indicated in the Articles of Incorporation, located in Bonita Springs, Florida Lee County, and has named Douglas Smith as its agent to accept service of process in this and designates said address as the registered office.


Douglas Smith

04 JUN 14 AM 11:47
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and to comply with the provisions of said act relative to keeping said office open.


Douglas Smith