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TALLAHASSEE FLORIDA

7/19/04

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July 13, 2004

* BOARD CERTIFIED CIVIL TRIAL ATTORNEY
† BOARD CERTIFIED BUSINESS LITIGATION ATTORNEY

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

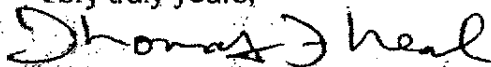
Re: **Modern Grace Boutique, Inc.**
Our File Number: **36220**

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation, along with a check in the amount of \$70.00 for filing fee.

If you have any questions or comments, do not hesitate to contact me.

Very truly yours,



THOMAS F. NEAL

jcg
Enclosures

CC: Casey McIlroy

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TALLAHASSEE FLORIDA
FILED

**ARTICLES OF INCORPORATION
OF
MODERN GRACE BOUTIQUE, INC.**

FILED
2004 JUL 15 PM 3:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: MODERN GRACE BOUTIQUE, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered agent of the corporation is Thomas F. Neal, 332 North Magnolia Avenue, Orlando, Florida 32801.

ARTICLE V. CORPORATE DURATION

The duration of the corporation is perpetual. The street address of the initial principal office of the corporation shall be 2810 Edgewater Drive, Orlando, Florida 32804.

ARTICLE VI. DIRECTORS

This corporation shall have two (2) Directors initially. The name and street address of the initial members of the Board of Directors is:

Casey McIlroy
2810 Edgewater Drive
Orlando, FL 32804

Grace Mendoza
2810 Edgewater Drive
Orlando, FL 32804

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Treasurer

Casey McIlroy
2810 Edgewater Drive
Orlando, FL 32804

Vice President/Secretary

Grace Mendoza
2810 Edgewater Drive
Orlando, FL 32804

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is Thomas F. Neal, 332 Magnolia Avenue, Orlando, FL 32801.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 13th day of July, 2004.

MODERN GRACE BOUTIQUE, INC.

By: Thomas F. Neal
Thomas F. Neal, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13th day of July, 2004, by THOMAS F. NEAL, Incorporator, who is personally known to me and who did/did not take an oath.

Joy Gale
Notary Public signature

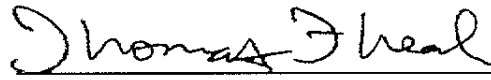


Joy Gale
My Commission DD256756
Expires December 18, 2007

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as Registered Agent for Modern Grace Boutique, Inc.


THOMAS F. NEAL

STATE OF FLORIDA
COUNTY OF ALACHUA

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CLERK OF STATE
TALLAHASSEE FLORIDA