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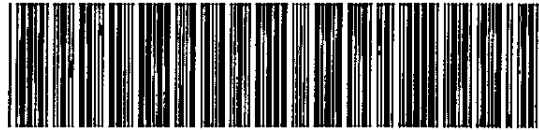
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July 19, 2004

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

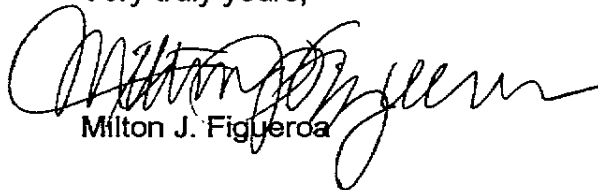
Re: CARON BOUTIQUE, INC.

Dear Sir or Madam:

Enclosed are the signed original and two signed copies of the Articles of Incorporation for the above corporation. In addition, you will find check number 1277 in the amount of \$87.50 to cover the filing fees and the cost of the certified copies of the documents.

Please process this filing promptly and return the certified copies to this office. Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,


Milton J. Figueroa

Enclosures

**ARTICLES OF INCORPORATION
OF
CARON BOUTIQUE, INC.**

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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 and adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME AND PRINCIPAL ADDRESS OF THE CORPORATION**

The name of this corporation is: **CARON BOUTIQUE, INC.** The principal place of business and mailing address of the corporation is: 1325 E. Vine Street, Kissimmee FL 34744.

**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 any one time is seven-hundred (700) which shall be designated common stock at a par value of One Dollar (\$1.00) per share.

**ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the initial registered agent of the corporation is: **MANUEL VILLOTA, 1325 E. Vine Street, Kissimmee FL 34744.**

**ARTICLE V
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI
DIRECTORS**

This corporation shall have two (2) Directors initially. The names and addresses of the initial Directors of this corporation are as follows:

**MANUEL VILLOTA, 1325 E. Vine Street, Kissimmee FL 34744
GILBERTO PORTILLA, 720 Rahway Avenue, Elizabeth NJ 07202**

ARTICLE VII
OFFICERS

The names, addresses and positions 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

MANUEL VILLOTA
1325 E. Vine Street
Kissimmee FL 34744

Vice-President/
Secretary

GILBERTO PORTILLA
720 Rahway Avenue
Elizabeth NJ 07202

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is **MANUEL VILLOTA**, 1325 E. Vine Street, Kissimmee FL 34744.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of **CARON BOUTIQUE, INC.** this 19th day of July 2004.



MANUEL VILLOTA

STATE OF FLORIDA
COUNTY OF ORANGE

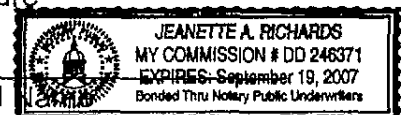
BEFORE ME, the undersigned authority, personally appeared **MANUEL VILLOTA**, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and ~~he~~ acknowledged that ~~he~~ subscribed the said instrument for the uses and purposes set forth therein. The subscriber is personally known to me or was identified by me as follows: Permanent Resident Card Ins A# 079-708-929. ~~She~~ (did) did not take an oath prior to executing this instrument. ~~He~~

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of July 2004.



Notary Public Signature

Notary Public Printed
My Commission Expires:



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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **CARON BOUTIQUE, INC.**
2. The name and address of the registered agent and office is: **MANUEL VILLOTA, 1325 E. Vine Street, Kissimmee FL 34744.**

Date: July 19, 2004


MANUEL VILLOTA

ACCEPTANCE

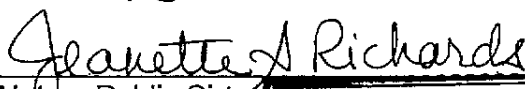
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: July 19, 2004


MANUEL VILLOTA

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of July 2004, by **MANUEL VILLOTA** who is personally known to me or was identified by me as follows: Permanent Resident Card Ins # 079-708-929. ~~She~~ (did) (did not) take an oath.
He


Notary Public Signature

JEANETTE A. RICHARDS
MY COMMISSION # DD 246371
EXPIRES: September 19, 2007
Bonded Thru Notary Public Underwriters

Notary Public Printed Name
My Commission Expires: