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Panama City, FL 32401

Also Admitted Virginia  
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February 10, 2005

**SECRETARY OF STATE,**  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

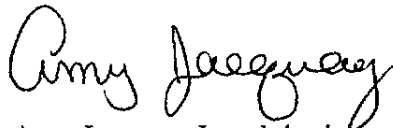
**Re: GRASSHOPPERS CHILDREN'S SHOPPE, INC.**

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for each of the above-named corporations along with a check for **\$87.50** which includes the \$70.00 filing fee, \$8.75 certification fee, and the \$8.75 fee for the certificate of status for each corporation. Please file the original Articles, certify the copies, and return the certified copies to our office in the enclosed self-addressed stamped envelope.

If you have any questions or need additional information, please call me.

Sincerely,



Amy Jacquay, Legal Assistant to:  
Alisa W. James, Esq.

/aj

Enclosures: As stated

**ARTICLES OF INCORPORATION**  
**OF**  
**GRASSHOPPERS CHILDREN'S SHOPPE, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

**ARTICLE ONE**  
**Name**

The name of the corporation is: **GRASSHOPPERS CHILDREN'S SHOPPE, INC.**

**ARTICLE TWO**  
**Principal Office**

The street address of the initial principal office of the corporation is **730 Bunkers Cove Road, Panama City, FL 32401.**

**ARTICLE THREE**  
**Corporate Duration**

The duration of the corporation is perpetual.

**ARTICLE FOUR**  
**Purpose or Purposes**

The general purposes for which the corporation is organized are:

1. To conduct and operate a clothing consignment and related business.
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE FIVE**  
**Capitalization**

The aggregate number of shares which the corporation is authorized to issue is **10,000**. Such shares shall be of a single class, and shall have a par value of One Cent (\$0.01) per share.

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CLERK OF DISTRICT COURT  
JANUARY 14, 2005

**ARTICLE SIX**  
**Preemptive Rights**

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of this corporation, in the ratio that the number of shares they hold at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting them to exercise their preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE SEVEN**  
**Registered Office and Agent**

The street address of the initial registered office of the corporation is **730 Bunkers Cove Road, Panama City, FL 32401**, mailing address is the same, and the name of its initial registered agent at such address is **Amy Shepherd**.

**ARTICLE EIGHT**  
**Directors**

The number of directors constituting the initial board of directors of the corporation is three (3). The name and address of each person who is to serve as a member of the initial board of directors is:

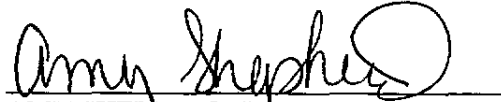
<u>Name</u>	<u>Address</u>
AMY SHEPHERD	730 Bunkers Cove Road Panama City, FL 32401
MELISE HARRIS	4327 Garrison Road Panama City, FL 32404
JULIE FERREL	1312 Alabama Ave. Lynn Haven, FL 32444

**ARTICLE NINE**  
**Incorporators**

The name and address of the incorporators are:

<u>Name</u>	<u>Address</u>
AMY SHEPHERD	730 Bunkers Cove Road Panama City, FL 32401

Executed by the undersigned on this 10 day of February, 2005.

  
AMY SHEPHERD, President

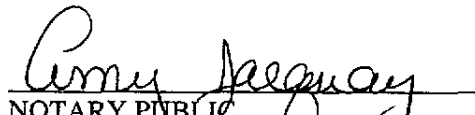
STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME, the undersigned authority, on this 10 day of February, 2005, personally appeared, AMY SHEPHERD, to me well known to be the person described in and who signed the foregoing, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed, and who is personally known to me or who has produced as identification.

WITNESS my hand and official seal the date aforesaid.



Amy T. Jacquay  
MY COMMISSION # DD124932 EXPIRES  
July 19, 2006  
BONDED THRU TROY FARM INSURANCE INC.

  
NOTARY PUBLIC

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: **GRASSHOPPERS CHILDREN'S SHOPPE, INC.**
2. The name and address of the registered agent and office is:

AMY SHEPHERD  
730 Bunkers Cove Road  
Panama City, FL 32401

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.

  
\_\_\_\_\_  
AMY SHEPHERD, Registered Agent

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TALLAHASSEE, FLORIDA

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