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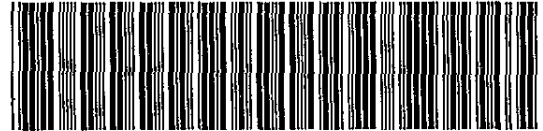
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 MAR -4 P 1:30

FILED

ROBERT E. TURFFS, P.A.
1444 First Street, Suite B
Sarasota, Florida 34236
Telephone (941) 953-9009
Facsimile (941) 953-5736

Robert E. Turffs

Board Certified Civil Trial Lawyer

March 2, 2005

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

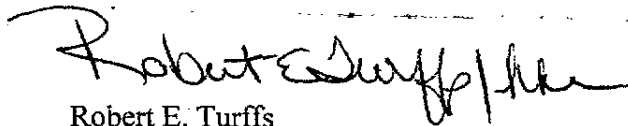
Re: Chameleon Towel Tote Bag Lady, Inc.
Articles of Incorporation

Dear Sir or Madame:

Enclosed please find an original and one copy of the Articles of Incorporation for filing. I also enclose our check in the amount of \$78.75 to cover your filing fees.

If you require anything further from my office, please do not hesitate to contact me.

Sincerely,



Robert E. Turffs

RET:hhl
Encls.

ARTICLES OF INCORPORATION
OF
CHAMELEON TOWEL TOTE BAG LADY, INC.

FILED
2005 MAR -4 P 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be CHAMELEON TOWEL TOTE BAG LADY, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 402 Richardson Way, Sarasota, Florida, 34232.

ARTICLE III NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the subscriber of this corporation at any regular or special meeting.

ARTICLE V EXISTENCE

This corporation shall have perpetual existence until dissolved according to law.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Robert E. Turffs, Esquire
Robert E. Turffs, P.A.
1444 First Street, Suite B
Sarasota, Florida 34236

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Robert E. Turffs, Esquire
Robert E. Turffs, P.A.
1444 First Street, Suite B
Sarasota, Florida 34236

ARTICLE VIII DIRECTORS

There shall be one director of the corporation. The name and address of each director is:

JILL CHANDLER	402 Richardson Way
	Sarasota, Florida 34232

ARTICLE IX SUBSCRIBER

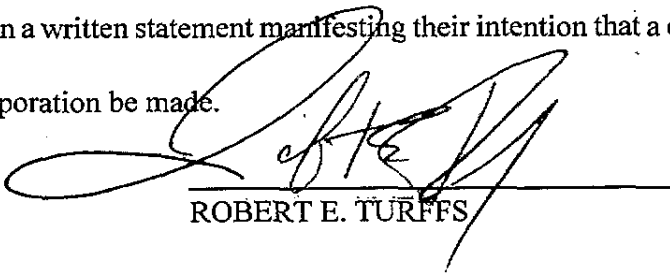
The name and Address of each person signing these Articles of Incorporation as a subscriber is
as follows:

JILL CHANDLER

402 Richardson Way
Sarasota, Florida 34232

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the subscribers, proposed by them to the stockholders and approved by them at a meeting of stockholders by a majority of the stockholders entitled to vote thereon, unless all the officers and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.


ROBERT E. TURFFS

TATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on March 3, 2005, by Affiant, ROBERT E. TURFFS, who is personally known to me ✓ or who produced _____

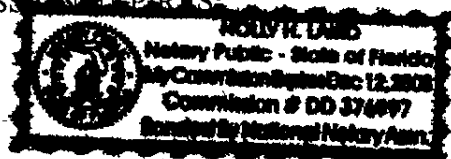
(type of identification)

as identification.


NOTARY PUBLIC

(SEAL)

MY COMMISSION EXPIRES:



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

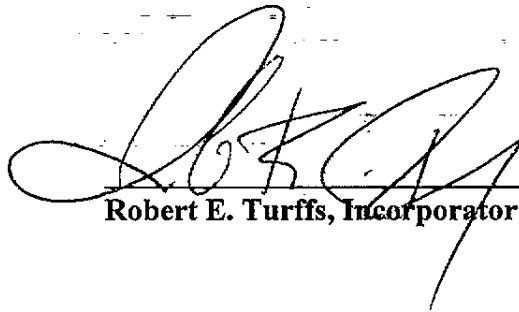
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the Following is submitted:

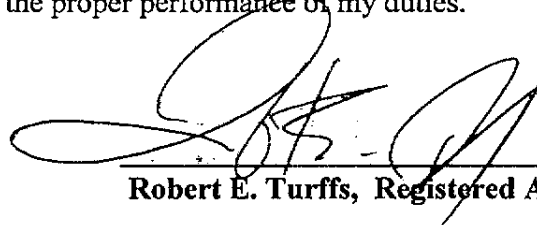
FIRST that **CHAMELEON TOWEL TOTE BAG LADY, INC.** is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at **402 Richardson Way, Sarasota, Florida, 34232** has named **ROBERT E. TURFFS**, located **1444 First Street, Suite B, Sarasota, Florida, 34236** as its agent to accept service of process within Florida.

Dated: March 2, 2005.



Robert E. Turffs, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Robert E. Turffs, Registered Agent