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### OF THE FLORIDA KEYS, P.A. Attorneys At Law

VERNIS & BOWLING

The Islamorada Professional Center 81990 Overseas Highway, 3rd Floor Post Office Drawer 529 Islamorada, Florida 33036

> Telephone (305) 664-4675 Telecopier (305) 664-5414

> > March 3, 2005

Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

> RE: La La Marie, Inc.

To Whom It May Concern:

Enclosed please find the executed Articles of Organization filed on behalf of La La Marie, Inc. Also enclosed, please find a draft in the amount of \$160.00 to cover the cost of the filing fee, designation of registered agent, return certified copy, and return certificate of status.

Should you have any additional questions or concerns, or need any additional information, please do not hesitate to contact me at the address above.

Sincerely,

Vernis & Bowling of the Florida Keys, P.A.

Hany Borzyl

Tiffany Borczyk for

Theron C. Simmons, Esq.

For the Firm

TCS/tb Enclosures

#### ARTICLES OF INCORPORATION

OF

#### LA LA MARIE, INC.

#### ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is La La Marie, Inc., and its principal place of business shall be located at 82205 Overseas Hwy., Islamorada, Florda, 33036.

#### **ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

#### **ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock at Zero (\$0) par value.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Yasmine's Boutique, 82205 Overseas Hwy., Islamorada, Florda, 33036, and the name of the initial registered agent of this corporation at that address is Jean Marie Warren.

#### ARTICLE VI - DIRECTORS/OFFICERS

Initially, this corporation shall have **Two** (2) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial directors are as follows:

Title

Name

Address \_\_\_

Manager

Jean Marie Warren

P.O. Box 1393,

Tavernier, Florida 33070

Manager

Lorene A. Adams

P.O. Box 1393,

Tavernier, Florida 33070

#### ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these articles is:

Name

Address

Lorene A. Adams

P.O. Box 1393,

Tavernier, Florida 33070

#### **ARTICLE VIII - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided \$607.0831, Florida Statutes (1990).

#### ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Printed Name: Lorene A. Adams

Incorporator

## CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that LA LA MARIE, INC., desiring to organize or qualify under the laws of the State of Florida, has named Jean Marie Warren, located at 82205 Overseas Hwy., Islamorada, Florda, 33036, as its agent to accept service of process within Florida.

Dated: 01 March, 2005.

Printed Name: Lorene A. Adams

Incorporator

#### ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

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 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.

Dated: OL March, 2005.

Printed Name: Jean Marie Warren

Registered Agent