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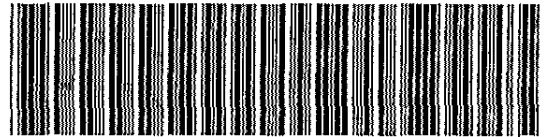
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State of Florida
Division of Corporation
PO Box 6327
Tallahassee, Florida 32314

March 22, 2005

In Re: City Fashions, Incorporated
For-Profit Corporation Filing

Dear Sir/Madam:

Enclosed please find the original copy of the Articles of Incorporation for City Fashions Incorporated. I have also included my personal check for the State filing fee in the amount of \$ 78.75.

Should you have any questions, please, do not hesitate to contact me.

I remain,

Respectfully Yours,

Leonard W. Yanke
Polk County Document Services, Inc.

lwy
cc: file.

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1 **ARTICLE IV – CAPTIOLO STOCK**

2
3 The corporation is authorized to issue 100 shares of common stock, par value \$ 1.00 per
4 share.

5 **ARTICLE V**

6 **MANAGEMENT OF CORPORATE AFFAIRS**

7
8 **A. Board of Directors.** The power of this Corporation shall be exercised, its properties
9 controlled and its affairs conducted by a Board of Directors consisting of not less than one (1)
10 person and not more than ten (10) persons. The initial number of Directors of the Corporation
11 shall be two (2), provided, however, that such number may be changed pursuant to the Bylaws
12 duly adopted by the Board. At all times the member of the Board of Directors shall consist of an
13 even number and shall be divided as equally as the number of Directors will permit into one (1)
14 classes: Class 1
15

16
17 The term of office for all Directors shall be two (2) years except for the term of office of
18 the initial Class 1 Director shall expire at the annual meeting next ensuing, the term of office of
19 the initial Class of Director(s) shall expire two (2) years thereafter.
20
21
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1 The name and address of such initial members of the Board of Directors are as follows:

2
3 NAME: LAWANDA SHIALET SMITH (President) (Class 1)

4 ADDRESS: 705 GLAD ROAD

5 CITY, STATE & ZIP WINTER HAVEN, FLORIDA 33880

6 PHONE: _____

7
8 NAME: _____ (V-President) (Class 2)

9 ADDRESS: _____

10 CITY, STATE & ZIP _____

11 PHONE: _____

12
13 NAME: _____ (Secretary) (Class 3)

14 ADDRESS: _____

15 CITY, STATE & ZIP _____

16 PHONE: _____

17
18 NAME: _____ (Treasure) (Class 4)

19 ADDRESS: _____

20 CITY, STATE & ZIP _____

21 PHONE: _____

1 It is the intent of these Articles that at all times hereafter, the Directors shall be classified
2 as to term of office in the manner herein above provided for in the initial Board, so that, as nearly
3 as the number of Directors will permit, one-half of the Directors of this Corporation shall be
4 elected at each annual meeting of the Corporation.

5
6 Any action required or permitted to be taken by the Board of Directors under any
7 provision of law may be taken without a meeting, if a majority of members of the Board shall
8 individually or collectively consent in writing to such action. Such written consent or consents
9 shall be held with the minutes of the proceedings of the Board, and any such action by written
10 consent shall have the same force and effect as if taken by vote of the Directors. Any certificate
11 or other document filed under any provision of law which relates to actions so taken shall state
12 that the action was taken by written consent of the Board of Directors without a meeting. Such a
13 statement shall be prima facie evidence of such authority.
14

15
16 **B. Corporate Officers.** The Board of Directors shall elect the following officers:
17 President, and such other officers as the Bylaws of the Corporation may authorize the Directors
18 to elect from time to time. Initially, such officers shall be elected at the first annual meeting of
19 the Board of Directors. Until such election is held, the following persons shall serve as corporate
20 officers:
21
22
23
24
25

1 Title:

2 President LAWANDA SHIALET SMITH

3 Vice President _____

4 Secretary-Treasure _____

7 **ARTICLE VI – INITIAL PRINCIPLE OFFICE**

9 The principal place of business and mailing address of this corporation shall be:

10 Principle Place of Business: 1415 3RD STREET SW, WINTER HAVEN, FL. 33880

11 Mailing Address: 705 GLAD ROAD, WINTER HAVEN, FL. 33880

13 **ARTICLE VII – INITIAL REGISTERED OFFICE AND AGENT**

14 The street address of the initial registered office and the name of the initial registered
15 agent at that office are:

16 NAME: LAWANDA SHIALET SMITH

17 ADDRESS: 705 GLAD ROAD

18 CITY, STATE & ZIP WINTER HAVEN, FLORIDA 33880

19 PHONE: _____

ARTICLE VIII – INCORPORATORS

The names and addresses of the Incorporators signing these Articles of Incorporation are as follows:

NAME: LAWANDA SHIALET SMITH (Incorporator)

ADDRESS: 705 GLAD ROAD

CITY, STATE & ZIP WINTER HAVEN, FLORIDA 33880

PHONE: _____

NAME: FREDRICK SMITH (Incorporator)

ADDRESS: 705 GLAD ROAD

CITY, STATE & ZIP WINTER HAVEN, FLORIDA 33880

PHONE: _____

NAME: _____ (Incorporator)

ADDRESS: _____

CITY, STATE & ZIP _____

PHONE: _____

NAME: _____ (Incorporator)

ADDRESS: _____

CITY, STATE & ZIP _____

PHONE: _____

1 **ARTICLES IX – MANNER OF ELECTION OF DIRECTORS**

2
3 The manner in which the directors are elected or appointed is as follows:

4 **By major vote of the stockholders**

5
6 **ARTICLE X – LIMITATION OF CORPORATION OF POWERS**

7
8 The corporate powers of this corporation are as provided in FS § 607 AND 621, unless
9 limited as follows: **None**

10
11 The undersigned Incorporator has executed these articles of incorporation on this
12 _____ day of March, 2005.

13
14
15 x Lawanda Shiolet Smith
16 LAWANDA SHIALET SMITH, Incorporator

17 x Fredrick Smith
18 FREDRICK SMITH, Incorporator

19 x Lawanda Shiolet Smith
20 Signature of Incorporator

21 x Fredrick Smith
22 Signature of Incorporator

1 CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
2 OFFICE.

3 PURSUANT TO FS § 607 & 621, THE UNDERSIGNED CORPORATION,
4 ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
5 FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
6 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.
7

8
9 The above corporation, organized under the laws of the State of Florida with its
10 registered office as indicated in the Articles of Incorporation at 1415 3RD STREET SW,
11 WINTER HAVEN, FLORIDA 33880, has named LAWANDA SHIALET SMITH, located at
12 the aforesaid address, as its registered agent to accept service of process within the state.

13
14 x Lawanda Shialet Smith
(Signature)

15 LAWANDA SHIALET SMITH
16

17 Having been named as registered agent and to accept service of process for the above
18 stated corporation at the place designated in this certificate, I hereby accept the appointment as
19 registered agent and agree to act in this capacity. I further agree to comply with the provisions of
20 all statutes relating to the proper and complete performance of my duties, and I am familiar with
21 and accept the obligations of my position as registered agent.
22

23 x Lawanda Shialet Smith
(Signature)

24 LAWANDA SHIALET SMITH
25

3-18 - 2005
(Date)

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CLERK OF THE
STATE