

**Electronic Articles of Incorporation
For**

**P05000059808
FILED
April 22, 2005
Sec. Of State
wcunningham**

CAROLINE'S BOUTIQUE, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

CAROLINE'S BOUTIQUE, INC.

Article II

The principal place of business address:

4131 N. BUCKINGHAM RD
FORT MYERS, FL. US 33905

The mailing address of the corporation is:

4131 N. BUCKINGHAM RD
FORT MYERS, FL. US 33905

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

LORIE W MASCHMEIER
4131 N. BUCKINGHAM RD
FORT MYERS, FL. 33905

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: LORIE W. MASCHMEIER

Article VI

The name and address of the incorporator is:

LORIE W. MASCHMEIER
4131 N. BUCKINGHAM RD
FORT MYERS, FL 33905

Incorporator Signature: LORIE W. MASCHMEIER

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
LORIE W MASCHMEIER
4131 N. BUCKINGHAM RD
FORT MYERS, FL. 33905 US

Title: VP
MICHAEL G MASCHMEIER
4131 N. BUCKINGHAM RD
FORT MYERS, FL. 33905 US

Article VIII

The effective date for this corporation shall be:

05/01/2005