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**BUSCHMAN, AHERN, PERSONS & BANKSTON**

**A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS**

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**ROBERT B. PERSONS, JR., P.A.**

**JEFFREY R. BANKSTON, P.A.**

August 4, 2005

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

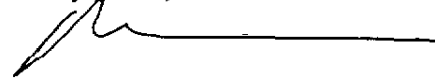
RE: The Ponte Vedra Soap Shoppe, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation in regard to the above corporation along with my trust account check in the amount of \$70.00 for the filing fee. Please record this new corporation and return to me a "stamped in" copy of the Articles in the enclosed self-addressed, stamped envelope.

If there is anything further you require in regard to the enclosed, please contact my office.

Sincerely yours,



Robert B. Persons, Jr.

RBPjr/bjl

Enclosures

cc: The Ponte Vedra Soap Shoppe, Inc.

ARTICLES OF INCORPORATION  
OF  
THE PONTE VEDRA SOAP SHOPPE, INC.

FILED

05 AUG -5 AM 7:47

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I:** SOAP SHOPPE, INC.

The name of this corporation is THE PONTE VEDRA

**ARTICLE II:** This corporation shall have perpetual existence.

**ARTICLE III:** This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States or the State of Florida.

**ARTICLE IV:** The maximum number and class of shares of capital stock which this corporation is authorized to have outstanding is One hundred (100) shares of common capital stock with a par value of One Dollar (\$1.00) per share.

**ARTICLE V:** The initial principal office of this corporation shall be at 1520 Sawgrass Village Drive, #212, Ponte Vedra Beach, FL 32082, and the name of the corporation's initial registered agent is Robert B. Persons, Jr., at 2215 South Third Street, Suite 101, Jacksonville Beach, Florida 32250.

**ARTICLE VI:** Initially, this corporation shall have no more than five (5) members on the Board of Directors, and the corporation shall have the authority to operate with not less than one member on the Board of Directors. The following are the names and addresses of the initial members of the Board of Directors:

Mary E. Vastola  
212 Seamist Court  
Ponte Vedra Beach, FL 32082

**ARTICLE VII:** The name and street address of the person signing these Articles of Incorporation as a subscriber are as follows:

Mary E. Vastola  
212 Seamist Court  
Ponte Vedra Beach, FL 32082

**ARTICLE VIII:** The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE IX:** The Directors of this corporation may take action by written consent, as provided by law.

**ARTICLE X:** The Board of Directors is authorized, with the approval of the Shareholders, to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time-to-time.

**ARTICLE XI:** These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and, accordingly, has hereunto set her hand and seal this 4<sup>th</sup> day of August, 2005.

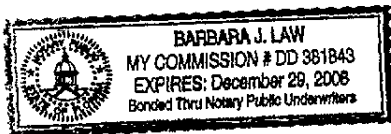
 (SEAL)  
MARY E. VASTOLA

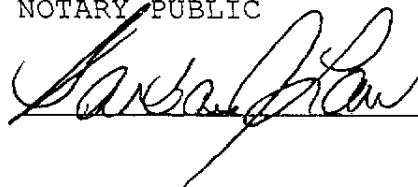
STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by MARY E. VASTOLA, who is personally known to me and acknowledged to and before me that she signed the foregoing Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 4<sup>th</sup> day of August, 2005.

NOTARY PUBLIC




  
\_\_\_\_\_

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED  
AND ACCEPTANCE AND ACKNOWLEDGMENT**

IN COMPLIANCE WITH SECTION 48-091, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, that THE PONTE VEDRA SOAP SHOPPE, INC., desiring to organize or qualify under the Laws of the State of Florida as a corporation, with its principal place of business at 1520 Sawgrass Village Drive, #212, Ponte Vedra Beach, County of St. Johns, State of Florida, as indicated in the Articles of Incorporation, has named Robert B. Persons, Jr., Esquire, located at 2215 South Third Street, Suite 101, Jacksonville Beach, Florida 32250, as its agent to accept service of process within the State of Florida.

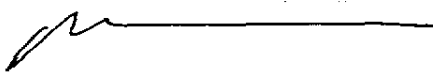
Dated: August 4<sup>th</sup>, 2005.

  
MARY E. VASTOLA

**ACKNOWLEDGMENT**

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

Dated: August 4<sup>th</sup>, 2005.

  
ROBERT B. PERSONS, JR., ESQ.