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From:

Account Name : CLEM, POLACKWICH & VOCELLE
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FLORIDA PROFIT/NON PROFIT CORPORATION

Elizabeth Ann, Inc.

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**ARTICLES OF INCORPORATION
OF
ELIZABETH ANN, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be as follows:

ELIZABETH ANN, INC.

The street address of the initial principal office of this corporation shall be 2309 North Old Dixie Highway, Fort Pierce, Florida 34946 and the mailing address shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation shall engage or transact in any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

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ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 3333 20th Street, Vero Beach, Florida 32960 and the mailing address shall be the same, and the name of the initial registered agent of the corporation at that address is PAUL R. BERG.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PRE-EMPTIVE RIGHTS

The corporation elects to have pre-emptive rights.

ARTICLE VIII - SPECIAL PROVISION

This corporation shall be organized, if the shareholder(s) so elect, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

ARTICLE VIII - OFFICERS AND DIRECTORS

This corporation shall have one (1) officer. The name and street address of the initial officer who shall hold office for the first (1st) year of the corporation, or until successors are elected or appointed, are as follows:

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JOHN MCCULLEY
Director, President, Secretary, Treasurer
2309 N. Old Dixie Highway
Fort Pierce, Florida 34946

ARTICLE IX - INCORPORATOR

The name, street address, and mailing address of the incorporator to these Articles of Incorporation are as follows:

CLEM, VOCELLE & BERG, LLP
c/o Paul R. Berg, Esquire
3333 20th Street
Vero Beach, Florida 32960

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 28
day of February, 2006.

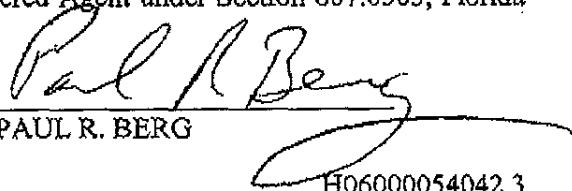
CLEM, VOCELLE & BERG, LLP

By: 

PAUL R. BERG

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

PAUL R. BERG, whose street address is 3333 20th Street, Vero Beach, Florida 32960 and whose mailing address shall be the same, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


PAUL R. BERG

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