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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J 6/6/06

**JERREL E. TOWERY, P.A.**

Attorney At Law  
304 W. Venice Ave.  
Suite 220  
Venice, Florida 34285

Jerrel E. Towery  
E-mail  
jtowery.pa@verizon.net

May 19, 2006

Telephone  
(941) 485-3391  
FAX  
(941) 485-3630

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Ann's Gifts and Collectables, Inc.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is a check in the amount of \$122.50. Please send us a certified copy of the Articles.

Thank you for your assistance in this matter. Should you have any questions, please feel free to contact me.

Yours truly,

  
Jerrel E. Towery

JET/rks

Enclosures

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 24, 2006

JERREL E. TOWERY, ESQUIRE  
304 W. VENICE AVENUE  
SUITE 220  
VENICE, FL 34285

SUBJECT: ANN'S GIFTS AND COLLECTABLES, INC.  
Ref. Number: W06000023869

We have received your document for ANN'S GIFTS AND COLLECTABLES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please check the spelling of Ann's name in the articles.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filing Section

Letter Number: 206A00036380

*5-30-06 -  
see  
enclosed.*

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without par value and to provide in the event of such increase the designation, preferences, voting powers or restrictions or qualifications of voting powers, or such additional stock in an amendment to its Certificate of Incorporation.

D. There shall be preemptive rights.

#### **ARTICLE IV**

##### **INITIAL CAPITAL**

The amount of capital with which this Corporation shall begin business is not less than one thousand dollars (\$1,000.00).

#### **ARTICLE V**

##### **TERM OF EXISTENCE**

This Corporation shall exist perpetually unless dissolved according to law.

#### **ARTICLE VI**

##### **CORPORATE OFFICE**

The street address of the office of the Corporation will be 409 Bonita Ave. N.W., Port Charlotte, Florida. The Board of Directors shall have the power to establish branch offices and to move the principal office to any other address in Florida.

#### **ARTICLE VII**

##### **BOARD OF DIRECTORS**

A. The Board of Directors of this Corporation shall consist of at least one (1) Director, but not more than five (5) Directors.

B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders.

- C. The names and street addresses of the initial members of the Board of Directors, to hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified are:

**THOMAS CLEATOR**            409 Bonita Ave. N.W.  
Port Charlotte, FL 33952

**ANNMARIE CLEATOR**       409 Bonita Ave. N.W.  
Port Charlotte, FL 33952

- D. Any Director may be removed from office by the Stockholders, entitled to vote thereon at any annual or special meeting of the Stockholders, for any cause deemed sufficient by such Stockholders.
- E. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Stockholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

#### **ARTICLE VIII**

##### **SUBSCRIBER TO ARTICLES**

The following is the name and address of the subscriber of these Articles of Incorporation:

**ANNMARIE CLEATOR**       409 Bonita Ave. N.W.  
Port Charlotte, FL 33952

#### **ARTICLE IX**

##### **BYLAWS**

The Stockholders of this Corporation shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this Corporation, and the duties of the Officers of this Corporation shall be prescribed by such Bylaws. The Bylaws may require a vote or action by more than a majority of Directors or by more than a majority of

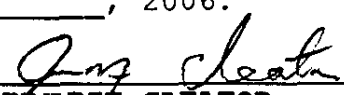
the shares of Stockholders in specified matters. In addition, such Bylaws may include, by unanimous decision of all the Stockholders, any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of the outstanding shares of stock of this Corporation by any of its Stockholders, or in the event of the death of any of its Stockholders, and any provision for dissolution of the Corporation.

**ARTICLE X**

**AMENDMENT**

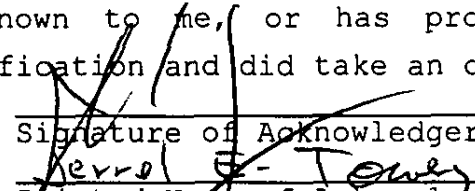
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' meeting by a majority, or such greater number as may be specified in the Bylaws, of the share of stock entitled to vote thereof unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunder set my hand and seal this 19<sup>th</sup> day of May, 2006.

  
**ANNMARIE CLEATOR**

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of May, 2006, by **ANNMARIE CLEATOR**, the incorporator of **ANN'S GIFTS AND COLLECTABLES, INC.** She is personally known to me, or has produced Florida Driver License as identification and did take an oath.

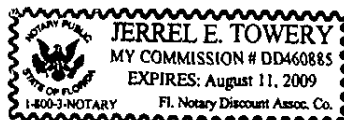
  
Signature of Acknowledger

Printed Name of Acknowledger

Notary Public

Title or Rank

Date Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act:

**ANN'S GIFTS AND COLLECTABLES, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the County of Charlotte, State of Florida, has named **ANNMARIE CLEATOR**, 409 Bonita Ave. N.W., Port Charlotte, FL 33952, County of Charlotte, State of Florida, as its resident agent to accept service of process within this State.

  
**ANNMARIE CLEATOR**

STATE OF FLORIDA  
COUNTY OF SARASOTA

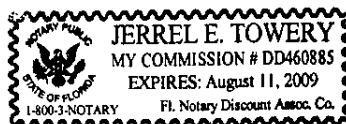
The foregoing instrument was acknowledged before me this 19th day of May, 2006, by **ANNMARIE CLEATOR**, Incorporator of **ANN'S GIFTS AND COLLECTABLES, INC.**, a Florida Corporation, on behalf of the corporation. She is personally known to me, or has produced Florida Driver's License as identification and did take an oath.

  
\_\_\_\_\_  
Signature of Acknowledger

Jerrel E. Towery  
\_\_\_\_\_  
Printed Name of Acknowledger

\_\_\_\_\_  
Notary Public  
Title or Rank

Date Commission Expires:



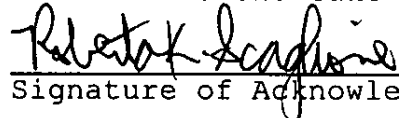
ACCEPTANCE:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

  
**ANNMARIE CLEATOR**

STATE OF FLORIDA  
COUNTY OF SARASOTA

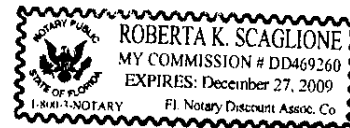
The foregoing instrument was acknowledged before me this 19th day of May, 2006, by **ANNMARIE CLEATOR**. She is personally known to me, or has produced Florida Driver License as identification and did take an oath.

  
Signature of Acknowledger

**ROBERTA K. SCAGLIONE**  
Printed Name of Acknowledger

Notary Public  
Title or Rank

Date Commission Expires:



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