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2006 OCT 18 P 2:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

106-34339

COVER LETTER

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

SUBJECT: Phillip & Benjamin Emporium, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Shonte' P. Cobbs
Name (Printed or typed)

P.O. Box 24961
Address

Lakeland, FL 33802
City, State & Zip

(863) 510-0160
Daytime Telephone number

(863) 859-5690
Daytime Telephone number

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 3, 2006

SHANTE P COBBS
P O BOX 24961
LAKELAND, FL 33802

SUBJECT: PHILLIP & BENJAMIN EMPORIUM, INC.
Ref. Number: W06000034339

RECEIVED

06 AUG 30 AM 10:52

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for PHILLIP & BENJAMIN EMPORIUM, INC. and your check(s) totaling \$88.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 245-6855.

Tammy Hampton
Document Specialist
New Filing Section

Letter Number: 506A00048729



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

06 SEP 25 PM 12:06

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

September 6, 2006

SHANTE P COBBS
P O BOX 24961
LAKELAND, FL 33802

SUBJECT: PHILLIP & BENJAMIN EMPORIUM, INC.
Ref. Number: W06000034339

We have received your document for PHILLIP & BENJAMIN EMPORIUM, INC. and your check(s) totaling \$88.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

You must list the corporation's principal office and/or a mailing address in the document.

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) 245-6855.

Tammy Hampton
Document Specialist
New Filing Section

Letter Number: 106A00053726



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 25, 2006

SHANTE P COBBS
P O BOX 24961
LAKELAND, FL 33802

SUBJECT: PHILLIP & BENJAMIN EMPORIUM, INC.
Ref. Number: W06000034339

We have received your document for PHILLIP & BENJAMIN EMPORIUM, INC. and your check(s) totaling \$88.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The principal address must be at a street address. A post office box is not acceptable.

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) 245-6855.

Tammy Hampton
Document Specialist
New Filing Section

Letter Number: 106A00057047

ARTICLES OF INCORPORATION

OF

Phillip & Benjamin Emporium, Inc.

The undersigned, for the purposes of incorporating and organizing a corporation under the Corporation Law of the State of Florida, does hereby certify as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is Phillip & Benjamin Emporium, Inc.

ARTICLE II - REGISTERED AGENT

The name of its registered agent and the address of its registered office in the state of Florida is:

Registered Agent

Shonte' P. Cobbs

Registered Office

1762 Holton Road
Lakeland, FL 33810
Polk County, FL, US

ARTICLE III - PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the state of Florida.

ARTICLE IV - SHARES

The total number of shares of stock which the Corporation shall have authority to issue is Twenty Thousand (20,000) shares of common stock, par value \$0.50 per share.

ARTICLE V - INCORPORATOR

The name and mailing address of the incorporator of the Corporation is:

Shonte' P. Cobbs, PO Box 24961, Lakeland, FL 33802

ARTICLE VI - INITIAL DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation. The initial board of directors shall consist of one (1) director who shall serve until the first annual meeting of stockholders and the election and qualification of the successors. The name and address of the person who shall serve as the initial director is:

Shonte' P. Cobbs, PO Box 24961, Lakeland, FL 33802

Except with respect to the initial board of directors, the number of directors constituting the board of directors shall be determined in the manner specified in the Bylaws. In the absence of such a provision in the Bylaws, the board shall consist of the number of directors constituting the initial board of directors.

ARTICLE VII - BOARD OF DIRECTORS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered to make, alter and repeal the Bylaws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal and bylaw made by the Board of Directors. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE VIII - LIMITATION ON DIRECTOR LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for conduct as a director or for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Florida as the same exists or may hereafter be amended. Any amendment, repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such amendment, repeal or modification.

ARTICLE IX - AMENDMENTS

The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner now or hereafter prescribed by statute, and all rights, preferences and privileges of whatsoever nature conferred upon the stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article IX.

ARTICLE X - PREEMPTIVE RIGHTS

The stockholders of this Corporation have no preemptive rights to acquire additional shares of this Corporation.

ARTICLE XI - CORPORATION PRINCIPAL PHYSICAL ADDRESS

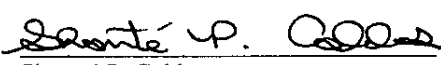
The name and physical address of the Corporation is:

Phillip & Benjamin Emporium, Inc., 1762 Holton Road, Lakeland, FL 33810.

ARTICLE XII- CUMULATIVE VOTING

Stockholders entitled to vote at any election of directors are entitled to cumulate votes by multiplying the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and to cast the product for a single candidate or distribute the product among two or more candidates.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, does make this Certificate, hereby declaring and certifying that this is his/her act and deed and the facts herein stated are true, and, accordingly, have hereunto set his/her hand this 31st day of July, 2006.


Shonte P. Cobbs
Incorporator

and registered agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA