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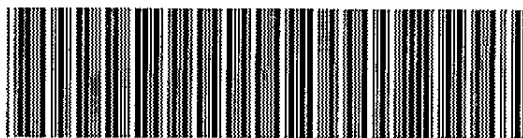
(Business Entity Name)

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07 FEB -7 PM 2:55

2007 FEB -7 P 1:28

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Handwritten signature and date
2/8/07

COVER LETTER

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

SUBJECT: UPSCALE RESALE BOUTIQUE, 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 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: George Ann Bracke
Name (Printed or typed)

357 Hunter's Crossing

Address

Tallahassee, FL 32312

City, State & Zip

850-222-7206 or 850-212-8069 Cell

Daytime Telephone number

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
UPSCALE RESALE BOUTIQUE, INC.

The undersigned, acting as an Incorporator of a Corporation under the Florida General Corporation Act, Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation of such Corporation.

ARTICLE I

The name of the Corporation shall be:

Upscale Resale Boutique, Inc.

The address of the principal office of this Corporation shall be 357 Hunter's Crossing, Tallahassee, Florida 32312 and the mailing address of the Corporation shall be the same.

ARTICLE II

The period of duration of the Corporation shall be perpetual.

ARTICLE III

The purpose for which the Corporation is formed is to engage in all lawful business activity permitted under the laws of the United States of America and the State of Florida, and specifically to offer for sale to the public, fashions and accessories.

ARTICLE IV

The Corporation shall be authorized to issue 500 shares of common stock all of one class, with a par value of \$1.00 per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The street address of the initial registered office of the Corporation shall be 357 Hunter's Crossing, Tallahassee, Florida 32312 and the initial registered agent of the Corporation at that address shall be George Ann Bracko.

ARTICLE VI

The name and street address of the incorporator to these Articles of Incorporation are: George Ann Bracko, 357 Hunter's Crossing, Tallahassee, Florida 32312

ARTICLE VII

The Board of Directors shall have the authority to adopt and periodically amend the bylaws of the Corporation.

George Ann C. Bracko
Signature

Feb. 7, 2007
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

George Ann C. Bracko
Signature

Feb. 7, 2007
Date

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TALLAHASSEE, FLORIDA