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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Girly Girls Galore, Inc.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GIRLY GIRLS GALORE, INC.

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is GIRLY GIRLS GALORE, INC., and its principal office address is 13331 U.S. Highway 98 E., Miramar Beach, FL 32540 and mailing address P.O. Box 1552, Destin, FL 32540.

ARTICLE TWO

NATURE OF BUSINESS

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE THREE

CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class.

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ARTICLE FOUR

TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the day of filing.

ARTICLE FIVE

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the corporation is 2000 Ninety-Eight Palms Boulevard, Suite 110, Destin, FL 32541. The registered agent is WILLIAM G. KILPATRICK, JR.

ARTICLE SIX

BOARD OF DIRECTORS

This Corporation shall have one director(s) initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

The names and addresses of the initial Board of Directors of the corporation are as follows:

ALLISON M. TRINGAS
13331 U.S. Highway 98 E.
Miramar Beach, Florida 32550

The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until his/her/their successor(s) is/are elected or appointed and has/have qualified, whichever occurs first.

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ARTICLE SEVEN

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE EIGHT

REMOVAL OF DIRECTOR

Any director may be removed with or without cause by a vote of the holders fifty-one percent (51%) of the shares then entitled to vote at a special meeting of the shareholders called for that purpose.

ARTICLE NINE

SHAREHOLDER QUORUM

The presence, in person or by proxy, of shareholders holding of record fifty-one percent (51%) of the total number of shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meetings of shareholders of the Corporation.

ARTICLE TEN

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 at least a majority of the stock entitled to vote, unless all of

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the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

INCORPORATOR

WILLIAM G. KILPATRICK, JR.
2000 Ninety-Eight Palms Boulevard, Suite 110
Destin, FL 32541

WILLIAM G. KILPATRICK, JR., Incorporator

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ACCEPTANCE BY THE REGISTERED AGENT

William G. Kilpatrick, Jr.
WILLIAM G. KILPATRICK, JR. (Registered Agent)