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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 SEP - 1 PM 2:16

APPROVED
FILED

PS 9/2/10

ARTICLES OF INCORPORATION
NAPLES EMPORIUM, INC.

APPROVED
AND
FILED
10 SEP -1 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE 1

The nature of the business and objects and purposes to be transacted and carried on by this corporation is to conduct a Retail Merchandising Store and all related activities and to do any and all of the things as fully and to the same extent as natural persons might or could do in all parts of the world.

The corporation may engage in any activity or business permitted under the laws of the United States or of this State. No contract or other transaction between the corporation or any other corporation, shall be effected or invalidated by the fact that any one or more of the stockholders of this corporation is or are interested in, or is a stockholder or officer or are stockholders or officers of such other corporations, and any stockholder or stockholders or officer of offices, individually or jointly may be a party or parties to, or interested in any contract or transaction of this corporation, or in which this corporation is interested in and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be effected or invalidated by the fact that

any stockholder or stockholders of this corporation is a party to or are parties to or are interested in such contract, act, transaction, or in any way connected with such person or persons, firms or associations, and each and every person who may become a stockholder of this corporation is hereby relieved from any and all liabilities that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in anywise be interested.

ARTICLE II

The name of the corporation shall be:
NAPLES EMPORIUM, INC

ARTICLES III

The authorized capital stock of this corporation shall be seven thousand five hundred (7500) shares with a par value of one dollar (\$1.00) per share

ARTICLE IV

The principal place of business of this corporation shall be:

3150 62nd Ave. SW.
Naples, Fl.orida 34116

ARTICLE V

The business of the corporation shall be managed and conducted by a Board of Directors of not less than one (1) nor more than four (4) members as from time to time are determined by the stockholders, or by the directors, in accordance with the By-laws of the Corporation. The initial Board of Directors shall be composed of Two directors and the names and addresses of the directors are as follows:

Douglas L Godwin
3150 62nd Avenew S.W.
Naplese, Florida 34116

Todd Godwin
2240 16th Ave S.W.
Naples, Florida 34117

ARTICLE VI

The street address of the corporation is:

3150 62nd Ave SW
Naples, Florida 34116

and the name and address of the registered agent of this corporation is:

Douglas L Godwin
3150 62nd Avenue S.W.
Naples, Florida 34116

ARTICLE VII

The name and address of the person forming this corporation is:

Douglas L Godwin
3150 62nd Avenue S.W.
Naples,Florida 34116

ARTICLE VIII

The annual meeting of the stockholders shall be held at the office of the corporation on the second Monday in July of each and every year. The executive officers of this corporation shall be a President, a Secretary, a Treasurer, and at the option of the stockholders, one or more Vice-presidents. The office of any one or more may be held by the same person. Such executive officers shall be elected by the stockholders at each


annual meeting as aforesaid. The stockholders shall have the power to fill any vacancy in any office.

ARTICLE IX

The first meeting of the incorporated and stockholders for the purpose of organizing and adopting By-laws and election of officers shall be held at the office of the corporation.

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and seal this

30th day of August 2010.

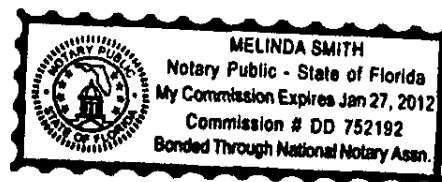

Douglas L. Godwin

STATE OF FLORIDA
COUNTY OF COLLIER COUNTY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal at
this 30th day of August 2010.


Notary Republic



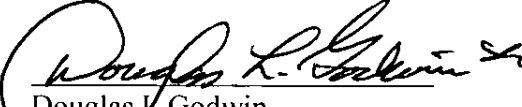
CERTIFICATION OF PLACE OF BUSINESS
AND DESIGNATION OF RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
compliance with said Act: NAPLES EMPORIUM, INC
desires to organize under the laws of state of Florida with the principal place of
business as indicated in the Articles of Incorporation, located in Naples, Florida,
Collier County, and has named Douglas L Godwin as its agent to accept service of
process in this and designates said address as the registered office.


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 SEP - 1 PM 2:16

APPROVED
AND
FILED


Douglas L Godwin

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 to comply
with the provisions of said act relative to keeping said office open.


Douglas L Godwin