P95 ODDDDD 729 THOMPSON & FOOTE, RA. CITIZENS BARL BALDING

SALLY H. FOOTE Board Cartified in Real Estate DENNIS P. THOMPSON 1:90 CLEVELAND STREET - SUITE 301 CLEARWATER, FLORIDA 34515

> TELEPHONE (813) 449-1212 FAX (813) 446-3043

December 29, 1994

Department of State Division of Corporations Incorporation P.O. Box 6327 Tallahassee, Florida 32314 **400001368514** -01/04/95--01018--003 ****122.50 ****122.50

Re: Articles of Incorporation: Figure Fair of St. Petersburg, Inc.

Ladies and Gentlemen:

I enclose for filing the original Articles of Incorporation and the Certificate Designating Place of Business and Registered Agent, together with our check in the amount of \$122.50 in payment of the filing fee, designation of registered agent, and a certified copy of the Articles with a certificate evidencing incorporation.

If you have any questions, please call me, collect if you wish.

Very truly yours,

Sally H. Foote

enclosures

AC

SECULIARY OF STATE

ARTICLES OF INCORPORATION OF FIGURE FAIR OF ST. PETERSBURG, INC.

SECRETARY OF STATE OF STATE OF CORPORATIONS

I.

NAME

The name of this corporation shall be Figure Fair of St. Petersburg, Inc.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence upon the filing of these Articles of Incorporation on or after January 1, 1995, and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value.

v.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase him a rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

AFFILIATED TRANSACTIONS

The corporation expressly elects, pursuant to Section 607.0901(5)(a), Florida Statutes, not to be governed by the provisions of Section 607.0901, Florida Statutes, concerning affiliated transactions.

VII.

INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial principal office and registered office of this corporation is 6798 Crosswinds Drive, North, St. Petersburg, Florida 33710, and the name of the initial registered agent of this corporation at that address is Kenneth L. Rice.

VIII.

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

(Name)

(Address)

Kenneth L. Rice

1390 Pinellas Road Belleair, Florida 34616

Dorothy A. Rice

1390 Pinellas Road Belleair, Florida 34616

IX.

INCORPORATORS

The name and address of the person signing these Articles is:

(Name)

(Address)

Kenneth L. Rice

1390 Pinellas Road Belleair, Florida 34616

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XI.

AMENDMENT

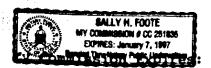
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29 day of December, 1994.

Kenneth L. Rice

STATE OF FLORIDA COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 29 day of December, 1994, by Kenneth L. Rice.



Signature:

Print Name:

NOTARY PUBLIC - State of Florida
Serial No. (if any)

Personally Known OR Produced Identification
Type of Identification Produced Flair One Nation

SHF:mjm CORP\RICE\INCORP.ART CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Section 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That FIGURE FAIR OF ST. PETERSBURG, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, in St. Petersburg, Pinellas County, Florida, has named Kenneth L. Rice, 6798 Crosswinds Drive North, St. Petersburg, Florida 33710, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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.

By:

KENNETH L. RICE Registered Agent

AH 8:

SHF \CORP\RICE\DESG-RES.AGT