

P95000004656

January 09, 1995

FILED
55 JAN 17 1995
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECRETARY OF STATE
CORPORATION DIVISION
STATE OF FLORIDA
TALLAHASSEE, FLORIDA 32304

RE: SIMPLY ADORABLE, INC.

GENTLEMEN:

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION TO-
GETHER WITH A COPY OF SAID ARTICLES FOR SIMPLY ADORABLE,
INC. AND MY CHECK IN THE AMOUNT OF \$ 122.50.

RESPECTFULLY SUBMITTED,

SIMPLY ADORABLE, INC.

800001382708
-01/18/95--01042--003
****122.50 ****122.50

Pamela Jackson
230 ne 123 street
North miami, Fla 33161

1/11

FILED
95 JUN 17 PM 2:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

SIMPLY ADORABLE, INC.

The Undersigned Subscriber to these Articles of incorporation, being a natural person competent to contract, hereby form a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of the corporation is SIMPLY ADORABLE, INC.

ARTICLE II

DURATION AND BEGINNING OF THE CORPORATE EXISTENCE

The corporation shall Exist Perpetually unless sooner dissolved according to law. The corporate existence shall commence on the date the Articles of Incorporation are filed of record.

ARTICLE III

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have one class of outstanding stock, Designated as Common Stock. The Maximum number of shares of Capital Stock this corporation is Authorized to have outstanding at any time is TWO THOUSAND (2,000) SHARES of common stock, having a par value of One Dollar (\$1.00) Per Share. The amount of capital with which this corporation will begin business shall be the sum of not less than One Hundred (\$100.00) Dollars.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The principal office and the Corporation's registered office in the State of Florida is 230 N.E. 123rd Street, Miami, Florida 33161, County of Dade, and the registered agent at such address is Ms. Pamela Theresa Jackson.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one initial Board of Directors. The number of Directors may be increased or decreased from time to time in the manner provided in the Bylaws of the corporation.

The name and address of the initial Board of Directors is:

Ms. Pamela Theresa Jackson
230 N.E. 123rd Street
Miami, Florida 33161

ARTICLE VII

INCORPORATOR

The Name and Address of the Incorporator of these Articles of Incorporation is Pamela Theresa Jackson of 230 N.E. 123rd Street, Miami, Florida 33161.

ARTICLE VIII

BY LAWS

The Power to Adopt, Alter, Amend or Repeal the By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

The corporation shall indemnify, to the Full Extent permitted by law, the Incorporator, any Officer, Director, Employee or Agent of the corporation, or any person who at the request of the corporation is or was serving as a Director, Officer, Employee or Agent of another Corporation, Partnership, Joint Venture Trust or Other Enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to Amend or Repeal any prior provisions contained in these Articles of Incorporation or any Amendment thereto.

IN WITNESS WHEREOF, the undersigned Incorporator have Executed these Articles of Incorporation this 9th Day of January, 1995.

Pamela Theresa Jackson

Pamela Theresa Jackson

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared Ms. Pamela Theresa Jackson, to me well known and known to be the individual described in and who executed the foregoing Articles of incorporation, and acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 9th Day of January, 1995.

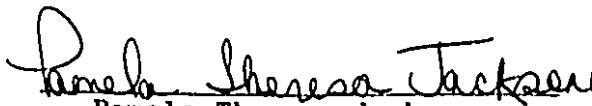
Willie Barnett
NOTARY PUBLIC, STATE OF FLORIDA



WILLIE BARNETT
MY COMMISSION # CC206836 EXPIRES
May 18, 1997
BONDED THRU TROY FAH INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of SIMPLY ADORABLE, INC. hereby accept such designation and is familiar with and accept the obligations, duties and responsibilities as provided in the applicable Florida Statutes.


Pamela Theresa Jackson
Registered Agent

FILED
95 JAN 17 PM 2:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA