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TALLAHASSEE, FL 32301

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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

P95000023843

38 MAR 21 1995
CIVIL

ACCOUNT NO. : 0721000000032

REFERENCE : 565584 80677A

AUTHORIZATION :

COST LIMIT : * PREPAID

ORDER DATE : March 24, 1995

ORDER TIME : 9:22 AM

ORDER NO. : 565584

CUSTOMER NO: 80677A

CUSTOMER: Susan D. Lapman, Legal Asst
WILLIAM E. BLYLER, ESQ

Suite 206
1881 University Drive
Coral Springs, FL 33071

8000001438708
-03/24/95--01019--024
***122.50 ***122.50

DOMESTIC FILING

P95000023843

NAME: JILLIE'S, INC.

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozer

EXAMINER'S INITIALS:

FILED
95 MAR 24 AM 10:59
TALLAHASSEE, FLORIDA

DN
3-24-95
02/A

ARTICLES OF INCORPORATION

OF

JILLIE'S, INC.

FILED
95 MAR 24 11 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associates herself for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

JILLIE'S, INC.

ARTICLE II

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

ARTICLE III

The authorized capital stock of this corporation shall be 7500 shares of common stock at a par value of \$1.00 per share. The shareholder is hereby granted a preemptive right to any new issues of stock.

All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the shareholders of the corporation; property, services or labor may be purchased or paid for with the capital stock at a just valuation to be fixed by the shareholders.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall be not less than \$500.00.

ARTICLE V

This corporation shall have perpetual existence unless sooner dissolved according to Law.

ARTICLE VI

The place of business shall be 4164 Inverrary Drive, Suite 713, Building 12, Lauderhill, FL 33319.

ARTICLE VII

The business of this corporation shall be managed by its shareholders, rather than by a Board of Directors. In the management of the business of the corporation, the act of the shareholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by

proxy, shall be the act of the shareholders. Each shareholder shall be entitled to one (1) vote in person, or in proxy, for each share of voting stock held by him or her. A majority of the outstanding shares of the corporation entitled to vote represented in person or proxy, shall constitute a quorum at any meeting of shareholders for the management of the business of the corporation.

ARTICLE VIII

The name and address of the subscriber and initial shareholder of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Jill M. Roberts	4164 Inverrary Drive Suite 713, Building 12 Lauderhill, FL 33319

ARTICLE IX


The street address of the initial registered office of the corporation is 1881 University Drive, Ste. 206, Coral Springs, FL 33071, and the name of the Registered Agent of the corporation is: William E. Blyler, P.A.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the shareholders at a shareholders' meeting by vote of the

shareholders voting the majority of the stock capable of being voted, unless all shareholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23 day of March, 1995



JILL M. ROBERTS

STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this 23 day of March, 1995, personally came and appeared before me, the undersigned authority, JILL M. ROBERTS, who produced FLORIDA DRIVER'S LICENSE as identification, or who is personally known to me to be the person described in and who executed the foregoing instrument, and she acknowledged before me that she executed the same of her own free and voluntary act and deed for the uses and purposes set forth and expressed therein.

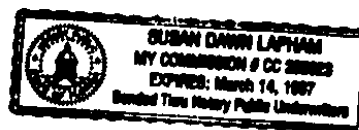
WITNESS my hand and official seal the day and year first above written.



NOTARY PUBLIC



printed or typed name of Notary



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 MAR 24 AM 11:00
TALLAHASSEE
SECRETARY OF STATE

Pursuant to the provisions of Section 617.0571, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

JILLIE'S, INC.

2. The name and address of the Registered Agent and office is:

WILLIAM E. BLYLER, P.A.
1881 University Drive, Ste. 206
Coral Springs, FL 33071

HAVING BEEN NAMED AS REGISTERED AGENT 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 THE 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.

WILLIAM E. BLYLER, P.A.

By: W. E. Blyler
WILLIAM E. BLYLER, ESQ.

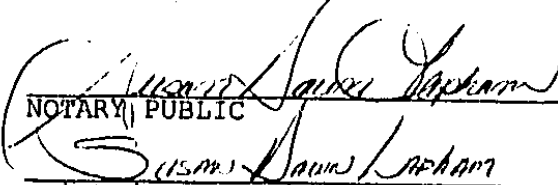
Date: 3.23.95

STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this ____ day of March, 1995, personally came and appeared before me, the undersigned authority, WILLIAM E. BLYLER, ESQ., who is personally known to me to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same of his own free and voluntary act and deed for the uses and purposes set forth and expressed therein.

WITNESS my hand and official seal the day and year first above written.


NOTARY PUBLIC

Susan Dawn Lapham
printed or typed name of Notary

