

Y 750000 25245

SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD

ATTORNEYS AND COUNSELORS AT LAW

POST OFFICE BOX 1900

500 FLEMING STREET

KEY WEST, FLORIDA 33041-1900

JOHN M. SPOTTSWOOD, JR.

WILLIAM B. SPOTTSWOOD

OF COUNSEL:

JOHN M. SPOTTWOOD (1920-1975)

March 21, 1995

TELEPHONE

305 - 294 - 9856

TELECOPIER

305 - 292 - 1982

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

200001441402
-03/28/95--01066--016
****122.50 ****122.50

RE: JILL'S TROPICALLY HIP, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for **JILL'S TROPICALLY HIP, INC.**, a Florida Corporation, together with my check in the amount of \$122.50 for filing same. Kindly return a certified copy to the undersigned at the letterhead address.

If you have any questions or require additional information, please contact me or my secretary, Melinda. Thanking you for your assistance in this matter, I am

Sincerely,


WILLIAM B. SPOTTSWOOD

/mr

Enclosures

NANCY HENDRICKS MAR 29 1995

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAR 27 PM 3:05

FILED

ARTICLES OF INCORPORATION

FILED
95 MAR 27 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is:

JILL'S TROPICALLY HIP, INC.

SECOND: This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

THIRD: This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.

FOURTH: The name and address of the initial registered agent of this corporation is: William B. Spottswood whose address is 500 Fleming Street, Key West, Florida 33040.

FIFTH: The name and address of the initial director is: Jill Shaddow whose address is 1007 Duval Street, Key West, FL 33040. The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.

SIXTH: The name and address of the incorporator of this corporation is: Jill Shaddow whose address is 1007 Duval Street, Key West, Florida 33040.

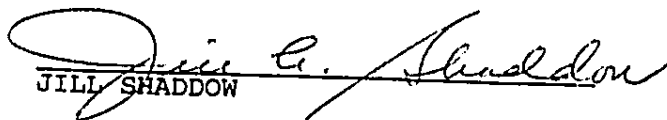
SEVENTH: This corporation shall indemnify its officer, directors, employees and agents to the full extent permitted by law.

EIGHTH: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

NINTH: The principal address of the corporation is 1007 Duval Street, Key West, Florida 33040.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of March, 1995.

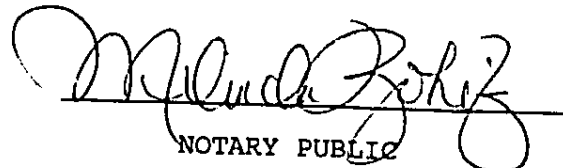
Incorporator:


JILL SHADOW

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 8th day of March, 1995, by Jill Shaddow who is personally known to me.


NOTARY PUBLIC

My Commission Expires:

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


WILLIAM B. SPOTTSWOOD