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* BOARD CERTIFIED
CIVIL TRIAL LAWYER

April 4, 1995

REPLY TO:
P. O. BOX 18225
TAMPA, FLORIDA 33618-0225

Attn: Division of Corporation
Office of Secretary of State
The Capital Building
Tallahassee, Florida 32304

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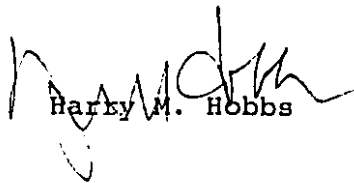
Re: Claudine's Second Impressions, Inc.
Our File No. 93-291

Dear Sir or Madam:

Enclosed are the original and a copy of the Articles of Incorporation of Claudine's Second Impressions, Inc., together with our check for \$122.50 in payment of the filing of the Articles of Incorporation and Certificate Designating Resident Agent and a certified copy of the Articles of Incorporation.

If you have any questions, please do not hesitate to contact us.

Sincerely,


Harry M. Hobbs

HMH/cms
Enclosures

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TALLAHASSEE, FL

ARTICLES OF INCORPORATION
OF
CLAUDINE'S SECOND IMPRESSIONS, INC

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SECRET
TALLAHASSEE

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - Name

The name of the corporation shall be:

CLAUDINE'S SECOND IMPRESSIONS, INC.

The address of the principal office of this corporation shall be 1224 S. Dale Mabry, Tampa, FL 33629, and the mailing address shall be the same.

ARTICLE II - Nature of Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1224 S. Dale Mabry, Tampa, FL 33629, and the name of

the initial registered agent of this corporation at that address is Claudine Trascher.

ARTICLE V - Term of Existence

This corporation is to exist perpetually.

ARTICLE VI - Officers and Directors

This corporation shall have one (1) director initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Claudine Trascher - 1224 S. Dale Mabry, Tampa, FL 33629

ARTICLE VII - Incorporator

The name and address of the incorporator to these Articles of Incorporation is:

Claudine Trascher - 1224 S. Dale Mabry, Tampa, FL 33629

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of April, 1995.


CLAUDINE TRASCHER

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

THE FOREGOING INSTRUMENT was acknowledged before me, an officer duly qualified to take acknowledgements, this 4th day of April, 1995, by CLAUDINE TRASCHER, to me personally known to be the person described in or who has produced FL Drivers License as identification and who did/did not take an oath, and who executed the foregoing instrument and acknowledged before me that she executed the same.

(SEAL)



PAMELA J. SCHREMER
MY COMMISSION EXPIRES
July 20, 1995
BONDED THRU TROY FAIR INSURANCE, INC.

Pamela J. Schremer
Notary Public, State of Florida
Pamela J. Schremer
Type/Print Name

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--That CLAUDINE TRASCHER, desiring to organize or qualify
under the laws of the State of Florida, with its principal place of
business at City of TAMPA, State of FLORIDA, has named CLAUDINE
TRASCHER, located at 1224 S. Dale Mabry, City of TAMPA, State of
FLORIDA, as its agent to accept service of process within Florida.

SIGNATURE

Claudine Trascher

TITLE

President

DATE

4/4/95

Having been named to accept service or process for the
above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to proper and complete performance of my duties.

SIGNATURE

Claudine Trascher
(Resident Agent)

DATE

4/4/95

FILED
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TALLAHASSEE