

195000043645

Robert George
20739 Howard Ave
P.O. Box 51348

RECEIVED
05/30/95--01053--009
***122.50 ***122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. GERDUNG SERVICES, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
JUN 30 AM 9:40
STATE
FLORIDA

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

JUN 7 1995 BSB

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
GERDUNG SERVICES, INC.**

FILED
95 MAY 30 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is GERDUNG SERVICES, INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual

ARTICLE III - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7500 shares of common stock of \$1.00 par value.

ARTICLE V - PRINCIPAL OFFICE

The principal office address of GERDUNG SERVICES, INC., is 22739 Horseshoe Way., Boca Raton, Florida 33428, which is the same address as the registered office of the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 22739 Horseshoe Way., Boca Raton, Florida 33428, and the name of the initial registered agent of this corporation at the address is ROBERT GERDUNG

ARTICLE VII - INITIAL BOARD OF DIRECTORS

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

Nancy Gerdung
22739 Horseshoe Way., Boca Raton, Florida 33428
Robert Gerdung
22739 Horseshoe Way., Boca Raton, Florida 33428

ARTICLE VIII - INCORPORATOR

The name and the address of the person signing these Articles is ROBERT GERDUNG
22739 Horseshoe Way, Boon Raton, Florida 33428

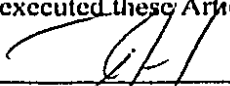
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - CONFLICTS OF INTEREST

No contract or other transaction between this corporation and any other corporation, and
no act of this corporation shall in any way be affected or invalidated by the fact that any
of the directors of this corporation are pecuniarily or otherwise interested in any contract
or transaction of this corporation, provided that the fact that the firm is so interested shall
be disclosed or shall have been known to the Board of Directors of a majority thereof,
and any director of this corporation who is also a director of such other corporation, who
is so interested, may be counted in determining the existence of a quorum at any meeting
of the Board of Directors of this corporation which shall authorize any such contract or
transaction, with like force and effect as if he were not such officer or director of such
other corporation not so interested. If there shall only be one director of the corporation at
the time any meeting of the Board of Directors of this corporation would otherwise be
required to authorize any such contract or transaction, and if the vote or consent of such
contract of transaction, and if the vote or consent of such interested director may not, by
statute, be counted to authorize, approve or ratify the said act, contract or transacting,
then and in that event, a majority of the shareholders of the corporation shall be
authorized and empowered to authorize, approve or ratify any such act, contract or
transition with the same full force and effect as if the same had been authorized.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
of Incorporation this 27th day of April, 1995.

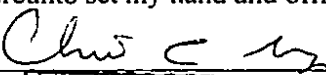


ROBERT GERDUNG

STATE OF FLORIDA)
COUNTY OF BROWARD)

Personally appeared before me, the undersigned officer, duly authorized to
administer oaths and take acknowledgments, ROBERT GERDUNG, to me well known as
the person described in and who executed and subscribed to the foregoing, Articles
Incorporation, and he acknowledged, before me that he executed and subscribed to the
same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this
27th day of April, 1995.
My commission expires:

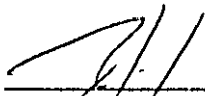


NOTARY PUBLIC - State of Florida
MY COMMISSION # CC 221323
EXPIRES: July 9, 1997
Bonded Thru Notary Public Underwriters

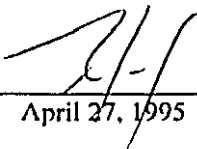
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

FIRST -- THAT GERDUNG SERVICES, INC. , DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS IN THE CITY OF BOCA RATON, 22739 HORSESHOE WAY., BOCA RATON, FLORIDA 33428 HAS NAMED ROBERT GERDUNG AS REGISTERED AGENT, LOCATED AT 22739 HORSESHOE WAY., BOCA RATON, STATE OF FLORIDA AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature 
ROBERT GERDUNG
Title Subscriber
Date April 27, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF 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 OFF ALL STATURES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature 
Date April 27, 1995

FILED
951 MAY 30 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000043645

GERDUNG SERVICES, INC
22739 Horse Shoe Way
Boca Raton, Fl. 33428

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

06/20/96

500001875065
-06/25/96--01101--009
*****87.50 *****87.50

To Whom it may concern:

Please find enclosed (2) copies of the articles of amendment for the articles of incorporation of **GERDUNG SERVICES, INC.** along with a check in the amount of \$87.50 for all necessary fees. Please return (1) certified copy to:

LIL' RASCALS, INC. (Formerly GERDUNG SERVICES, INC)
22739 Horse Shoe Way
Boca Raton, Fl. 33428

Thank- you for your assistance.


Robert Gerdung, President.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUL -8 AM 9:22

FILED

SH 7/10
Amend
& NC



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

June 28, 1996

Robert Gerdung
22739 Horse Shoe Way
Boca Raton, FL 33428

SUBJECT: GERDUNG SERVICES, INC.
Ref. Number: P95000043645

We have received your document for GERDUNG SERVICES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the title of Director along with President under Robert Gerdung's signature.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 996A00032185

GERDUNG SERVICES, INC
22739 Horse Shoe Way
Boca Raton, Fl. 33428

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

07/06/96

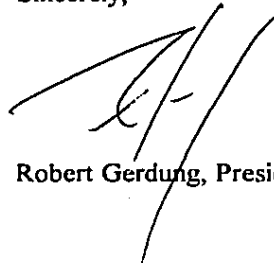
To Whom it may concern:

Please find enclosed the amendments to the articles of incorporation for **GERDUNG SERVICES, INC.** with the necessary corrections made as outlined in the letter attached from your department.

Please return one (1) certified copy of these changes to:

LIL' RASCALS CONSIGNMENT, INC.
22739 Horse Shoe Way
Boca Raton, Fl. 33428

Sincerely,



Robert Gerdung, President and Director

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GERDUNG SERVICES, INC.**

FILED
95 JUN -8 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendments adopted:

ARTICLE I. NAME

DELETE: GERDUNG SERVICES, INC.

ADD: LIL' RASCALS CONSIGNMENT, INC.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

ADD: Steven Hemmer

Caryn Hemmer

The foregoing amendments were adopted by means of a unanimous written consent of the directors of the Corporation, without shareholder action and shareholder action was not required.

Date: JUNE 20, 1996

By: 
Robert Gerdung, Director and President.