

P9500056845
GARY WORK
ATTORNEY AT LAW
1940 St. Mary Avenue
Pensacola, Florida 32501-1034

(904) 433-2203
FAX 432-7027

July 17, 1995

Secretary of State
Corporation Division
The Capital Building
P. O. Box 6327
Tallahassee, FL 32314

RECEIVED
JUL 24 1995
TALLAHASSEE, FLORIDA
FAX 432-7027

Re: Articles of Incorporation of
Sophie's, Inc.

Dear Sir:

With reference to the proposed captioned corporation,
please find enclosed herewith the following:

(1) The original and one copy of the Articles of
Incorporation.

(2) A check to cover the \$35.00 filing fee, \$35.00
registration fee and \$52.50 for certified copy, for a total of
\$122.50.

Thank you for your assistance.

Very truly yours,

Gary Work
Gary Work

GW/aeb

Enclosures

D. BROWN JUL 24 1995

ARTICLES OF INCORPORATION
OF
SOPHIE'S, INC.

ARTICLE I

The name of this corporation is **Sophie's, Inc.** The principal office of the corporation shall be located at 117 Beverly Parkway, Pensacola, Florida 32505, but meetings of members and directors may be held at such place within the State of Florida, County of Escambia, as may be designated by the Board of Directors.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

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

ARTICLE V

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE VI

The street address of the initial registered office of this corporation is 1940 St. Mary Avenue, Pensacola, Florida 32501,

and the name of the initial registered agent of this corporation at that address in Gary Work.

ARTICLE VII

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). Members of the Board of Directors of this corporation need not be residents of the State of Florida or shareholders of the corporation. The names and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Sonny Longmire	117 Beverly Parkway Pensacola, FL 32505
John Stanton	117 Beverly Parkway Pensacola, FL 32505

ARTICLE VIII

The name and address of the incorporator Gary Work, 1940 St. Mary Avenue, Pensacola, Florida 32501-1034.

ARTICLE IX

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation. The proposed amendment shall be adopted upon receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

ARTICLE X

The effective date of the corporation shall be as of the filing with the Secretary of State and the acceptance by the Secretary.

IN WITNESS WHEREOF, the undersigned has made and
subscribed these Articles of Incorporation, at Pensacola, Florida,
on the 17th day of July, 1995.

Gary Work
GARY WORK

STATE OF FLORIDA

COUNTY OF ESCAMBIA

17th The foregoing instrument was acknowledged before me this
day of July, 1995, by GARY WORK, who is
personally known by me and who did not take an oath.

Angela L. Bonds
NOTARY PUBLIC, State of Florida



ANGELA L. BONDS
My Commission CC010060
Expires Oct. 30, 1997
Elected by ANB
HCO-056 7076

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 **Sophie's, Inc.**, desiring to organize or
qualify under the laws of the State of Florida, with its principal
place of business at 117 Beverly Parkway, Pensacola, Florida 32505,
has named Gary Work located at 1940 St. Mary Avenue, Pensacola,
Florida 32501, as its agent to accept service of process within
Florida.

SOPHIE'S, INC.

By: Gary Work
GARY WORK, subscriber

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 of all statutes relative to the
proper and complete performance of my duties.

Gary Work
GARY WORK REGISTERED AGENT

Dated: 7/17/95