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MEYER & WATTS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

LARRY K. MEYER, P.A.
STEPHEN G. WATTS, P.A.

FLORIDA BAR BOARD CERTIFIED
IN ESTATE PLANNING AND
PROBATE LAW

ORCHARD PROFESSIONAL CENTER
411 DRUID ROAD EAST, SUITE 107
P.O. BOX 10213
CLEARWATER, FLORIDA 34617
(813) 461-1232
TELECOPIER (813) 441-6046

8/18/95

Secretary of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

RE:

Philip's Cotton Cloth, Inc.

Dear Sir or Madam:

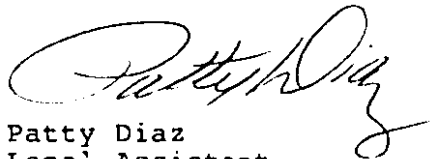
Enclosed you will find two sets of Articles of Incorporation for the above referenced corporation. Please file the same with your office at your earliest convenience.

Also enclosed you will find our check in the amount of \$ 122.50 to cover the costs.

Thank you for your attention to this matter.

Sincerely yours,

MEYER & WATTS



Patty Diaz
Legal Assistant
Enclosures

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****122.50 ****122.50

95 AUG 23 PM 4:10
CLERK
DIVISION OF CORPORATIONS

8/23/95

ARTICLES OF INCORPORATION
OF
PHILIP'S COTTON CLUB, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 23 PM 4:10

Article I - Name

The name of the corporation is PHILIP'S COTTON CLUB, INC. and the principal office and mailing address is 2113 Gulf Boulevard, Indian Rocks Beach, Florida 34635.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation is organized for the following purposes: the general purpose for which this corporation shall be organized shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

Article IV - Capital Stock

This corporation is authorized to issue 2,000 shares of common stock, having a par value of \$1.00 per share.

The stock as aforesaid shall be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the Board of Directors at a meeting to be called for that special purpose.

All voting power of this corporation shall be vested in the common stock above designated.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2113 Gulf Boulevard, Indian Rocks Beach, Florida 34635 and the name of the initial registered agent of this corporation at that address is KARINNE NAVE.

Article VII - Initial Board of Directors

This corporation shall have one director 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). The name and address of the initial director of this corporation is:

KARINNE NAVE	2113 Gulf Boulevard
	Indian Rocks Beach, FL 34635

Article VIII - Incorporator

The name and address of the person signing these Articles is:

KARINNE NAVE	2113 Gulf Boulevard
	Indian Rocks Beach, FL 34635

Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of August, 1995.

KARINNE NAVE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, 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.

KARINNE NAVE, Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

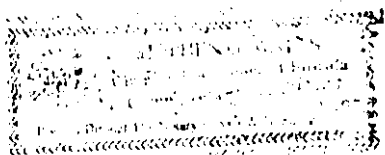
BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared KARINNE NAVE, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation; and acknowledged before me that she executed those Articles of Incorporation.

WITNESS my hand and official seal this 17 day of August, 1995.

Stephen G. Watts
Notary Public

Stephen G. Watts

My commission expires:



P95000065342
STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim:

Name Philips CLASS ACTION EIN or SS# 218-66-3521

Address: 1784 McCawley RD
CLEARWATER FLORIDA 34625

Amount \$150.00 Date Paid 8/15/96

Reason for claim 1784 McCawley RD Clearwater, FL

Certified true and correct this 27 day of August, 19 96.

Signature J. Anne Lloyd President

* Must be completed if authority is other than Section 215.26, Florida Statutes

For Agency Use Only

Agency recommends approval of above claim and submits the following information to substantiate the claim: Amount of recommended refund \$ 150.00

The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on State Treasurer's Receipt No. 01010-0000 dated 8/16/96

Name of Account _____
45202130001453000000000010000

Statutory Authority for Collection 607

It is requested that payment be made from the following account:

NAME OF ACCOUNT: _____
452021300014530000000022002000

Certified true and correct this _____ day of _____, 19 _____.

Department of State, Division of Corporations
 (Agency)

(Authorized Signature and Title)