

1201 HAYS STREET  
PUNTA GORDA, FL 33950  
800-807-807  
P95000067596



ACCOUNT NO. : 072100000032

REFERENCE : 672539 807498

AUTHORIZATION :

COST LIMIT : 9

ORDER DATE : August 31, 1995

ORDER TIME : 10:38 AM

ORDER NO. : 672539

CUSTOMER NO: 807498

CUSTOMER: Charles T. Boyle, Esq  
FARR FARR EMERICH SIFRIT AND  
HACKETT, PA

115 West Olympia Avenue  
Punta Gorda, FL 33950

DOMESTIC FILING

NAME: VILLAGE BATH SHOPPE, INC.

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

SAB  
8/31/95

ARTICLES OF INCORPORATION  
OF  
VILLAGE BATH SHOPPE, INC.

ARTICLE I.

The name of this corporation is VILLAGE BATH SHOPPE, INC. Its principal place of business and mailing address is 100 Hibiscus Drive, Punta Gorda, Florida 33950.

ARTICLE II.

This corporation shall have perpetual existence or shall exist until dissolved by operation of law.

ARTICLE III.

This corporation is organized for the following purposes: To carry on any business, occupation, undertaking or enterprise and to exercise any power or authority which may be done by a private corporation organized and existing under and by virtue of Florida Statutes, Chapter 607 (1991), as amended from time to time and it being the intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by Florida Statutes, Chapter 607 (1991) as amended from time to time.

ARTICLE IV.

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, all of which shall be fully paid and non-assessable.

ARTICLE V.

The street address of the initial registered office of this corporation is 100 Hibiscus Drive, Punta Gorda, Florida 33950, and the name of the initial registered agent of this corporation at that address is HARRY J. BATTY, JR.

ARTICLE VI.

The business of this corporation shall be conducted by a board of directors which shall consist of one or more members, the exact number of said board of directors to be fixed from time to time by the bylaws of this corporation.

ARTICLE VII.

The name and post office address of the initial board of

6

directors, the president, vice president, secretary and treasurer who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

| <u>DIRECTORS</u>    | <u>ADDRESS</u>                                   |
|---------------------|--|
| HARRY J. BATTY, JR. | 100 Hibiscus Drive<br>Punta Gorda, Florida 33950 |
| ELAINE M. BATTY     | 100 Hibiscus Drive<br>Punta Gorda, Florida 33950 |

| <u>OFFICERS</u>     | <u>TITLE</u>           | <u>ADDRESS</u>                                   |
|---------------------|------------------------|--|
| HARRY J. BATTY, JR. | President              | 100 Hibiscus Drive<br>Punta Gorda, Florida 33950 |
| ELAINE M. BATTY     | Secretary<br>Treasurer | 100 Hibiscus Drive<br>Punta Gorda, Florida 33950 |

ARTICLE VIII.

The names and addresses of the incorporators are as follows:

| <u>INCORPORATOR</u> | <u>ADDRESS</u>                                   |
|---------------------|--|
| HARRY J. BATTY, JR. | 100 Hibiscus Drive<br>Punta Gorda, Florida 33950 |
| ELAINE M. BATTY     | 100 Hibiscus Drive<br>Punta Gorda, Florida 33950 |

ARTICLE IX.

The name and address of each subscriber to the shares of stock of the corporation and a statement of the number of shares of stock which each agrees to take are as follows:

| <u>NAME</u>   | <u>NO. OF SHARES</u> | <u>ADDRESS</u>                                   |
|---|----------------------|--|
| HARRY J. BATTY, JR.<br>and ELAINE M. BATTY,<br>husband and wife, as<br>an estate by the entireties<br>with rights of survivorship | 100                  | 100 Hibiscus Drive<br>Punta Gorda, Florida 33950 |

ARTICLE X.

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend:

"These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

IN WITNESS WHEREOF, we, the undersigned, have made, subscribed and acknowledged these Articles of Incorporation, this 30th day of August, 1995.

[Signature]  
HARRY J. BATTY, JR., INCORPORATOR

[Signature]  
ELAINE M. BATTY, INCORPORATOR

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 30th day of August, 1995 by HARRY J. BATTY, JR. and ELAINE M. BATTY, who are personally known to me or who have each produced a [unclear] as identification and who did (did not) take an oath.

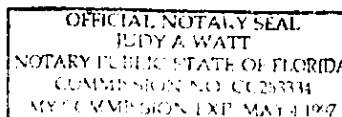
My Commission Expires:

May 4, 1997

[Signature]  
Notary Public/State of Florida

Judy A. Watt  
Typed/printed name of Notary

(AFFIX SEAL)



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

Pursuant to Florida Statutes, Section 48.091 (1989), the following is submitted, in compliance therewith:

First: That, VILLAGE BATH SHOPPE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation, at City of Punta Gorda, County of Charlotte, State of Florida, has named:

**HARRY J. BATTY, JR.**

located at 100 Hibiscus Drive, Punta Gorda, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

**VILLAGE BATH SHOPPE, INC.**

By: *Harry J. Batty, Jr.*  
Harry J. Batty, Jr., President

**ACCEPTANCE**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said law relative to keeping open said office.

*Harry J. Batty, Jr.*  
**HARRY J. BATTY, JR.**  
Registered Agent