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MOORE, KESSLER & MOORE
Attorneys at Law

James E. Moore
Siegfried F. Kessler
Bert Moore

Bret A. Moore
Bart O. Moore

102 Bayshore Drive
P. O. Box 746
Niceville, FL 32588

(904) 678-1121
FAX (904) 678-8327

January 11, 1996

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

RECORDED FILED 48723811
01/12/96--01064--002
***122.50 ***122.50

EFFECTIVE DATE

1-11-96

Re: THE LILY PAD, INC.

Dear Sir:

Enclosed herewith are the Articles of Incorporation of the above corporation together with our check in the amount of \$122.50 to cover the filing fees. Please return the appropriate documents to this office.

If there are any questions, please do not hesitate to contact this office.
Thank you for your assistance in this matter.

Sincerely,

Gayle C. Wallace

Gayle C. Wallace
Legal Assistant to Bret A. Moore
/gw

Enclosures

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**ARTICLES OF INCORPORATION
OF
THE LILY PAD, INC.**

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1966

ARTICLE I - NAME

EFFECTIVE DATE

1-11-66

The name of this corporation is **THE LILY PAD, INC.**

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of signing of the Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of conducting bath and gift sales oriented business and for transacting any or all lawful business as allowed under the laws of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of One Cent (\$.01) par value common stock, which shall be designated "common shares".

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - STOCKHOLDER AND CORPORATION OPTION TO
PURCHASE STOCK**

In case a stockholder desires to sell his shares of stock he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

If none of the stockholders desire to purchase the shares of stock, the stockholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares,

and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option. If neither the shareholders nor the corporation exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

ARTICLE VII - INITIAL PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of this corporation is 324 St. Andrews Drive, Niceville, FL 32578.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 102 Bayshore Drive, Niceville, Florida 32578 and the name of the initial registered agent of this corporation at this address Bert Moore.

ARTICLE IX- INITIAL BOARD OF DIRECTORS

This corporation shall have (1) one 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 address of the initial directors and officers of this corporation are:

President / Secretary / Treasurer/ Director

Teresa M. Sparks
324 St. Andrews Drive
Niceville, FL 32578

ARTICLE X - INCORPORATORS

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

Teresa M. Sparks
324 St. Andrews Drive
Niceville, Florida 32578

ARTICLE XI - BY-LAWS

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

ARTICLE XII - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any amendment hereto, and any right, conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this the 11th day of January, 1996.

Teresa M. Sparks
TERESA M. SPARKS

STATE OF FLORIDA
COUNTY OF OKALOOSA

Sworn to and subscribed before me this 11th day of January, 1996.



Bert Moore
BERT MOORE
(Print, type or stamp commissioned
name of notary public)

Personally known: X or produced Identification: _____

Type of Identification produced: _____

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That THE LILY PAD, INC. desiring to organize under the laws of the State of Florida with its principal office in the city of Niceville, Florida, has named Bert Moore located at 102 Bayshore Drive, Niceville, Florida 32578, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

Dated this 11th day of January, 1996.

By: Bert Moore
Bert Moore
Resident Agent

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CLERK
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