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REPLY TO  
ST. PETERSBURG

J. GERARD CORREA  
ATTORNEY AT LAW  
BOARD CERTIFIED TAXATION

February 8, 1996

Secretary of State  
Charter Division - Corporations  
409 E. Gaines Street  
Tallahassee, FL 32304

000001713110  
-02/13/96--01041--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Bunny's Garden School Stuff, Inc.

Gentlemen:

Enclosed herewith is a duplicate Articles of Incorporation for Bunny's Garden School Stuff, Inc. Enclosed is our check in the amount of \$122.50, covering the following fees:

Filing Tax	\$ 35.00
Certified copy of Articles	52.50
Registered Agent fee	<u>35.00</u>
Total	\$122.50

Please send a certified copy of the Articles of Incorporation to our St. Petersburg, Florida office.

Yours truly,

J. GERARD CORREA, P.A.

J. Gerard Correa

JGC/tas  
Enclosure

N FEB 14 1996

FILED  
95 FEB 12 PM 2:10  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BUNNY'S GARDEN SCHOOL STUFF, INC.

FILED  
96 FEB 12 PM 2:10  
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is BUNNY'S GARDEN SCHOOL STUFF, INC.

ARTICLE II - Purpose

The general nature of the business to be transacted by this corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes and the operation of a retail store.

ARTICLE III - Capital Stock

The authorized capital stock of this corporation shall be 100 shares of common stock with a par value of \$5.00 per share.

ARTICLE IV - Period of Existence

The corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE V - Registered Office and Registered Agent

The street address of the initial office of this corporation is 3850 Shore Acres Boulevard NE, City of St. Petersburg, County of Pinellas, State of Florida, 33703, and the name of the initial registered agent of this corporation at that same address is NANCY J. DAILEY.

#### ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) 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 (1). Directors may be removed for cause. The name and address of each initial director of this corporation is:

NANCY J. DAILEY      3850 Shore Acres Boulevard NE  
St. Petersburg, FL 33703

#### ARTICLE VII - Incorporator

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

NANCY J. DAILEY.      3850 Shore Acres Boulevard NE  
St. Petersburg, FL 33703

#### ARTICLE VIII - Officers

This corporation shall be managed by President, Secretary and Treasurer. The offices may be held by one and the same person. Officers may be removed only for cause. The name and address of each initial officer of this corporation is:

NANCY J. DAILEY, President, Secretary and Treasurer.  
3850 Shore Acres Blvd NE  
St. Petersburg, FL 33703

#### ARTICLE IX - By-Laws

All By-Laws shall be approved by a majority vote of the shareholders, and all modifications or additions to the By-Laws shall be ratified by a majority vote of the shareholders before such modification or addition shall become effective.

#### ARTICLE X - Indemnification

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

such acts of the officer or director, or former officer or director, while acting in a corporate capacity.

#### ARTICLE XI - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, or any right conferred by shareholders as subject to this reservation.

Notwithstanding, the shareholders reserve the right by majority vote, and the Board of Directors have no right to amend the Articles of Incorporation.

#### ARTICLE XII - Section 1244 Stock

It is the intention of the incorporators of this corporation that the first board of directors adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "Small Business Corporation" which qualifies under the Code.

#### ARTICLE XIII - Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE XIV - Pre-Emptive 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscribers herunto have  
set her hand and seal this 2nd day of February, 1996.

Nancy J. Dailey  
NANCY J. DAILEY, Subscriber

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 2nd  
day of February, 1996, by NANCY J. DAILEY, who is personally known  
to me or who has produced \_\_\_\_\_ as  
identification and who did take an oath.

NOTARY PUBLIC

Sign

J. GERARD CORREA

Print

State of Florida at Large  
My commission expires:



NOTARY PUBLIC  
STATE OF FLORIDA  
CC#325128  
J. GERARD CORREA  
MY COMMISSION EXPIRES DEC. 13, 1997

CERTIFICATE OF REGISTERED AGENT

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

That BUNNY'S GARDEN SCHOOL STUFF, INC., designed to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of St. Petersburg, County of Pinellas, State of Florida, has named NANCY J. DAILEY, whose address is 3850 Shore Acres Boulevard, NE, St. Petersburg, Florida 33703, 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 the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping said office open.

Nancy J. Dailey  
NANCY J. DAILEY, Registered Agent

FILED  
56 FEB 12 PM 2:10  
TALLAHASSEE, FLORIDA