

P.96000015254

Law Office of
Laura L. Walker
3901 North Boulevard
Tampa, Florida 33605-4624

Area Code 813
Telephone: 224-6332
Fax: 224-9205

January 19, 1996

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

RE: Articles of Incorporation
SARI-SARI, INCORPORATED

Dear Sirs:

Please find enclosed the Articles of Incorporation for SARI-SARI, INCORPORATED. A check is enclosed in the amount of \$122.50 made payable to the Secretary of State for filing fees.

Thank you for your assistance. Please call if you have any questions as to the above.

Sincerely,

Laura L. Walker

Laura L. Walker, Esquire
LLW/kc

000001706440
-02/05/96--01074--017
****122.50 ****122.50

Enclosures
cc: file

English Translation
Everything, Incorporated

Per L. Walker's Secretary 2/9/96
Client changed the
Translation to
Paraphernalia, Incorporated
ok. per Bobbie

W96-3055
502

FILED
96 FEB 19 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-19-96
46



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 9, 1996

LAURA L. WALKER, ESQUIRE
3907 NORTH BOULEVARD
TAMPA, FL 33603-4624

SUBJECT: SARI-SARI, INCORPORATED
Ref. Number: W96000003055

We have received your document for SARI-SARI, INCORPORATED and your check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 996A00005826

-Bobbie Eldridge-

Law Offices Of
Laura Layne Walker
3907 North Boulevard
Tampa, Florida 33603-4627

Area Code 813
Telephone: 229-6332
Fax: 224-9205

February 14, 1996

Florida Department of State
Division of Corporations
Attn: Ms. Bobbie Eldridge
P.O. Box 6327
Tallahassee, FL 32314

RE: Sari-Sari, Incorporated
Ref. Number: W96000003055


Dear Ms. Eldridge:

Please use the name "PARAPHERNALIA" as the english translation for the name Sari-Sari as a substitute for the name 'Everything'. I believe you stated that the name was available.

The original documents are enclosed for processing.

Thank you and please call if you have any further questions.

Sincerely,



Laura L. Walker, Esquire
LLW/kc

Enclosure(s)

cc: file

ARTICLES OF INCORPORATION
OF
SARI-SARI, INCORPORATED

FILED
96 FEB 19 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is SARI-SARI, INCORPORATED
(hereinafter referred to in this document as "the Corporation").

ARTICLE II

DURATION

The Corporation shall have perpetual existence, unless it
shall hereafter be dissolved according to law.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal place of
business of the Corporation is 102 S. Parsons Avenue, Brandon,
Florida 33511, and the name of the initial Registered Agent of this
Corporation is Jelane Odermann, whose address is 2419 Wishing Well
Way, Tampa, Florida 33619.

ARTICLE IV

PURPOSES

The general nature of the business or business to be transacted by this Corporation, and the objects or purposed to be transacted, promoted, or carried on are to engage in any activities or business purposes permitted under the laws of the United States and Florida.

ARTICLE V

STOCK

The Corporation shall have the authority to issue Five Thousand (5,000) shares of common stock, with a par value of One Dollar (\$1.00) per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE VI

DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors or

the shareholders in accordance with the By-Laws of this Corporation. The names and addresses of the initial Directors who shall serve as initial Director until their successor or successors are duly qualified are as follows:

NAME	ADDRESS
Jelane Odermann President/Treasurer	102 S. Parsons Avenue Brandon, Florida 33511
Susan J. Toque Vice President/Secretary	102 S. Parsons Avenue Brandon, Florida 33511

ARTICLE VII

BY-LAWS

By-Laws of the Corporation may be adopted, altered or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation.

ARTICLE VIII

AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any Directors, at a regular or special business meeting of the Board of Directors at which a majority vote is required, at such

meeting properly called and noticed as provided in the By-Laws. Upon such approval, such an Amendment must also be forwarded to the Secretary of State of the State of Florida and filed and approved by him before the same shall become effective.

ARTICLE IX
SPECIAL PROVISIONS

The following special provisions, powers, privileges, and limitations shall be applicable to and govern this Corporation:

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Director of this Corporation is pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof: and any Director(s) of this Corporation who is also a Director or Officer of such other Corporation, or who is so interested, may be counted in the determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other Corporation or not interested.

ARTICLE X

LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE XI

INCORPORATOR

The Incorporator of SARI-SARI, INCORPORATED is as follows:

NAME	ADDRESS
Jelane Odermann	102 S. Parsons Avenue Brandon, Florida 33511

Signed by the Incorporator this 19th day of

January 1996.

Jelane Odermann
Jelane Odermann

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me this day, personally appeared Jelane Odermann, to me known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that she executed the same for the purposed therein expressed.

WITNESS my hand and official seal in the County and State named above this 19th day of January, A. D. 1996.



KARLYN R. GOLDNER-CARR
My Commission OC420098
Expires Nov. 18, 1998
Bonded by HAI
800-422-1555

Karlyn R. Goldner-Carr
NOTARY PUBLIC
MY COMMISSION EXPIRES:

CERTIFICATE OF DESIGNATION

The Registered Agent of SARI-SARI, INCORPORATED is hereby designated:

JELANE ODERMANN
102 S. Parsons Avenue
Brandon, Florida 33511

This certificate shall constitute an acceptance of the appointment as registered agent simultaneous with designation pursuant to Florida Statute 607.034 (3).

[Signature]
JELANE ODERMANN
INCORPORATOR and
REGISTERED AGENT

FILED
96 FEB 19 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me this day, personally appeared JELANE ODERMANN, as incorporator and registered agent of SARI-SARI, INCORPORATED, to me personally known to be the individual described in and who executed the foregoing Certificate of Designation.

The foregoing instrument was acknowledged before me this 19th day of January, 1996 by Jelane Odermann, who is personally known to me or who has produced a Florida Drivers License as identification and who did not take an oath.



KARYN R. GOLDNER-CARR
My Commission OC420998
Expires Nov. 18, 1998
Bonded by HAI
800-422-1555

Karyn R. Goldner-Carr
NOTARY PUBLIC
MY COMMISSION EXPIRES: