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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FEB 29 PM 2:30

February 28, 1996

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Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Confederate Rose, Inc.

Gentlemen:

Please find enclosed herewith is the duly executed charter of the above named corporation for filing under the laws of the State of Florida.

I am also enclosing herewith my check in the amount of \$122.50 as payment of the following items:

Filing fee	\$35.00
Registered Agent Fee	35.00
Certified copy	52.50

When you have completed the filing of this charter, will you please furnish me with the certified copy of same.

Thanking you for your cooperation in this matter and with best regards, I am

Very truly yours,

*Holly Eakin Moody*  
Holly Eakin Moody

HEM:tnt  
encls

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 22, 1996

JOLENE WILTSIE  
17 SEVILLE CIRCLE  
DAVIE, FL 33324

The name CONFEDERATE ROSE, INC. has been reserved for 120 days beginning February 22, 1996. The reservation number is R96000000925 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section.

Marie Bartlett

Letter number: 296A00007729

ARTICLES OF INCORPORATION

OF

CONFEDERATE ROSE, INC.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be CONFEDERATE ROSE,  
INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of this corporation shall be at:

17 Seville Circle  
Davie, Florida 33324

ARTICLE III

DURATION

The corporation shall have perpetual existence unless sooner  
dissolved according to law.

ARTICLE IV

PURPOSE

This corporation is organized for the following purposes:

- a) Catalog sales and mail order.
- b) To purchase, improve, develop, lease, exchange, sell,  
dispose of and otherwise deal in and turn to account, real  
estate; buildings of every kind and character whatsoever; to  
finance the purchase, improvement, development and construction  
of land and buildings belonging to or to be acquired by this  
company or any other firm or corporation.

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DIVISION OF CORPORATIONS  
56 FEB 29 PM 2:30

c) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, lease, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description.

d) The transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

#### ARTICLE V

##### CAPITAL STOCK

The authorized capital stock of this corporation shall be one thousand (1,000) shares of Common Stock at One (\$1.00) Dollar par value.

#### ARTICLE VI

##### RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Since this corporation shall issue only one class of stock, to wit: Common Stock, there shall be no preferences or limitations in respect to the individual shareholders of such stock.

#### ARTICLE VII

##### INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the official registered office of the corporation is 17 Seville Circle, Davie, Florida 33324, and the name of the initial Registered Agent of this corporation is JOLENE WILTSIE.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The corporation shall have two directors 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 two. The name and address of the initial directors of this corporation are:

JOLENE WILTSIE

17 Seville Circle  
Davie, FL 33324

FREEMAN WILTSIE

17 Seville Circle  
Davie, FL 33324

ARTICLE IX

INCORPORATOR

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

JOLENE WILTSIE

17 Seville Circle  
Davie, FL 33324

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of Feb., 1996.

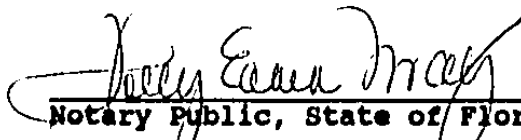
  
\_\_\_\_\_  
Jolene Wiltsie

STATE OF FLORIDA  
COUNTY OF BROWARD

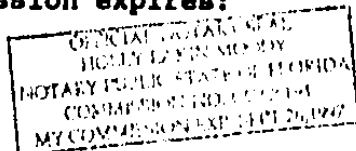
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DIVISION OF CORPORATIONS  
96 FEB 29 PM 2:30

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared JOLENE WILTSIE, personally known to me and personally known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28 day of January, 1996.

  
Notary Public, State of Florida  
HOLLY EAKIN MOODY

My commission expires:



**ACCEPTANCE OF REGISTERED AGENT**

Having been named as the Registered Agent for the foregoing corporation with a registered office as set forth in the foregoing charter, the undersigned hereby agrees to act in that capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Jolene Wiltsie  
Registered Agent

Date: 2/22/96