

ARTICLES OF INCORPORATION
OF

ROSA'S BOUTIQUE, INC.

FILED
26 MAR -4 AM 10:14
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), hereby make, adopt, subscribe and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act, by and under the provisions of the statutes and laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

Rosa's Boutique, Inc.

The principle place of business and mailing address of this corporation shall be:

2339 E. Tamiami Trail
Naples, Florida 33962

ARTICLE II - PURPOSE

The purpose of this corporation is to engage and/or transact in any or all lawful activities of business permitted under the laws of the United States of America and of the State of Florida or any other State.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time shall consist of 100 shares of common stock at a par value of \$1.00 per share, which shall be issued for such consideration as may be fixed by the Board of Directors of the corporation.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be \$ 10,000.00.

ARTICLE V - TERM OF EXISTENCE

The corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI - REGISTERED ADDRESS AND AGENT

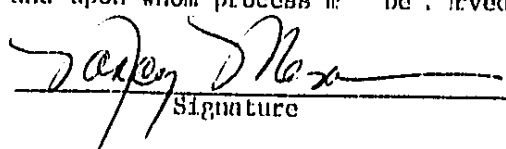
The street address of the initial registered principal office of this corporation shall be:

2339 E. Tamiami Trail, Naples, Fl 33962

With the privilege of having a branch or other offices at other places within or without the State of Florida, and the name of the initial registered agent of the corporation accepting designation and upon whom process may be served, is:

Nancy Mesa

Name


Signature

ARTICLE VII - INCORPORATOR(S)

The corporation shall have 1 directors initially. The number of directors may be changed from time to time by-laws adopted by the stockholders, but shall never be less than the minimum number required by the laws of the State of Florida.

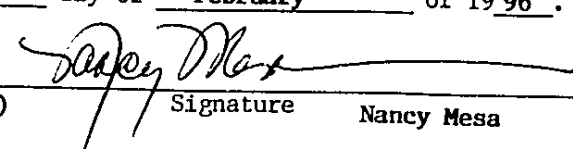
The name, addresses, title and other information of interest, of the initial director(s) and subscriber(s) to these Articles of Incorporation, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>	<u>SHARES</u>
Nancy Mesa SS#261 41 6104	2815 46th St., S.W. Naples, Fl 33999	President	100

ARTICLE VIII - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law at any one time as the Board of Directors shall by resolution determine.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 27th day of February of 1996.


(President)

Signature

Nancy Mesa

Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ROSA'S BOUTIQUE, INC.
2. The name and address of the registered agent and office is:

Nancy Mesa

(Name)

2339 E. Tamiami Trail

(Street address-P.O. Box NOT acceptable)

Naples, FL 33962

(City, State, & Zip)

SIGNATURE *Nancy Mesa*

TITLE President

DATE February 27th, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Nancy Mesa
(Signature)

February 27th, 1996
(Date)

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