

P960000028133
(SAMPLE LETTER OF TRANSMITTAL)

Date

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

200001755852
-03/25/96--01058--001
****122.50 ****122.50

Re: Girlfriends, Inc. Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and the Registered Agent Designation for the above named corporation.

Very truly yours,

Brenda W. Finlay
(individual's name)

Mary Frances Lesocky

Girlfriends, Inc.
(name of corporation)

PL APR - 1 1995

MAILING ADDRESS OF CORPORATION		
15 SW Broadway St.		
Ocala, FL 34474		
PHONE		
(352) 368-1612	Ext.	
Area Code	Number	

ARTICLES OF INCORPORATION

of

GIRLFRIENDS, INC.
(name of corporation)

FILED

96 MAR 25 PM 4:00

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

GIRLFRIENDS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME:	<u>Brenda W. Finlay</u>		
ADDRESS:	<u>15 SW Broadway Street</u>		
CITY:	<u>OCALA</u>	FLORIDA	<u>FL</u>
			ZIP: <u>34474</u>

The principal office, if known, or the mailing address of the corporation is:

NAME:	<u>GIRLFRIENDS, INC.</u>		
ADDRESS:	<u>15 SW Broadway Street</u>		
CITY:	<u>OCALA</u>	FLORIDA	<u>FL</u>
			ZIP: <u>34474</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) 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 one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Brenda W. Finlay</u>		
ADDRESS	<u>4821 NE 13th Street</u>		
CITY	<u>OCALA</u>	STATE	<u>FL</u>
			ZIP: <u>34471</u>
NAME	<u>MARY FRANCES Lesocky</u>		
ADDRESS	<u>3721 SE 19th Avenue</u>		
CITY	<u>OCALA</u>	STATE	<u>FL</u>
			ZIP: <u>34471</u>
NAME			
ADDRESS			
CITY		STATE	
			ZIP

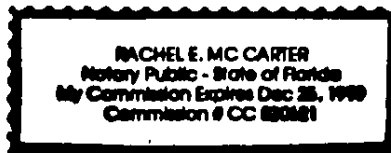
ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Dorinda W. Finney		
ADDRESS	4801 NE 13th Street		
CITY	Orlando	STATE	FL ZIP 32821
NAME	Lilly Frances Lesocky		
ADDRESS	3701 SE 12th Avenue		
CITY	Orlando	STATE	FL ZIP 32821
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this _____ day of March 21, 19 96.

Dorinda W. Finney (Seal)
Lilly Frances Lesocky (Seal)
 _____ (Seal)



Witnessed before me this
 21st day of March 1996

Rachel E. Mc Carter

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

FILED
96 MAR 25 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Culfriend, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 15 SW Broadway Street
Deer, FL 34424

has named Brenda W. Finlay
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Brenda W. Finlay
(registered agent)