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WINNIE & WINNIE

Attorneys at law

John S. Winnie
Elizabeth A. Winnie
June 3, 1996

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

Dear Sir:

Enclosed please find the Original and conformed copy of Articles of Incorporation for Kate's, Inc. I have also included a check for \$122.50 for the filing fees. Please accept these Articles of Incorporation and return the conformed copy to me upon acceptance for filing. Thank you for your assistance in these matters.

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06/06/96--01036--016
****122.50 ****12.50

Sincerely,

Elizabeth Ann Winnie
Elizabeth Ann Winnie

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-7-96
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**ARTICLES OF INCORPORATION
OF
KATE'S INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED acting as the sole incorporator of a corporation to be formed under the Florida General Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the Corporation is KATE'S, INC.

SECOND: The purpose or purposes for which the Corporation is organized are to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock, and the par value of each such share is one dollar, (\$1.00), amounting to One Thousand Dollars, (\$1,000.00).

FOURTH: The street address of the initial registered office of the Corporation is Winnie and Winnie Attorneys, 1100 Fifth Ave. South, Naples, FL 34102, and the name of its initial registered agent at such address is Elizabeth A. Winnie.

FIFTH: The name and address of the sole incorporator is Elizabeth A. Winnie, Suite 211, 1100 Fifth Avenue South, Naples, FL 34102. The sole incorporator shall have no interest in the corporation other than as organizational attorney and shall serve in such capacity until the adoption of resolutions organizing the Corporation.

SIXTH: Upon the offering or sale by the Corporation for cash of its shares of capital stock, including without limitation, warrants, subscription rights or options to acquire shares (collectively "convertible securities"), whether out of the

number of shares of capital stock now authorized or out of shares of capital stock of the corporation acquired by it after issuance, each shareholder shall have the preemptive right to the fullest extent provided by law and the provisions of these Articles of Incorporation to purchase such shares or convertible securities in proportion to the number of shares held by such shareholder, within the time and on the terms fixed by the Board of Directors of the Corporation.

SEVENTH: The principle office of the corporation shall be located at 340 Thirteenth Ave., South, Naples, FL 34102.

IN WITNESS WHEREOF, The undersigned, being the sole incorporator hereinbefore named, solely for the purpose of forming a corporation under the Florida General Corporation Act has executed these Articles of Incorporation this 3rd day of June, 1996.

Elizabeth A. Winnie
Elizabeth A. Winnie
Sole Incorporator

STATE OF FLORIDA)

) ss:

COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 3rd day of June, 1996, by Elizabeth A. Winnie as sole incorporator of Kate's, Inc.



OFFICIAL SEAL
TADEANE M. BROOKS
My Commission Expires Tadeane M Brooks
April 4, 1997
Comm. No. CC 266131 Notary Public

My commission expires : _____, 199__.

I, Elizabeth A. Winnie, having been designated to act as Registered agent, hereby agree to act in this capacity.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Elizabeth A. Winnie
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