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(THU) 6/27/96 11:41 ST. 11:48/N. 37/1000/37 P. 2

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MISS PLUM AND COMPANY, INC.

FAX AUDIT NUMBER: H96000008975

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June 27, 1996

Facsimile - Electronic Filing Section
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State of Florida
Department of State
Electronic Filing Section
P.O. Box 1300
Tallahassee, FL 32302-1300

Re: Miss Plum and Company, Inc. -(((H96000008975)))

Dear Sir/Madam:

Please find attached Articles of Incorporation for Miss Plum and Company, Inc. The Fax Audit Number has been typed at the top and bottom of all pages of the document and the Electronic Filing Cover Sheet is included. Please file the Articles of Incorporation and fax the confirmation of filing letter and certified copy certificate to the undersigned as soon as possible. If you experience any problems in the course of filing the attached please contact the undersigned at (813) 225-4117 immediately. Thank you for your assistance in this matter.

Very truly yours,



Sherry D. Logsdon
Legal Assistant

SDL

Enclosures

cc: Scott D. Irwin, Esq., w/att.

(((H96000008975)))

ESTABLISHED 1842

A MEMBER OF GLOBAL BV WITH MEMBER OFFICES IN BERLIN, BRUSSELS, DRESDEN, FRANKFURT, LONDON, PARIS, SINGAPORE, STUTTGART AND TAMPA

((H96000008975)))

**ARTICLES OF INCORPORATION
OF**

MISS PLUM AND COMPANY, INC.

THE UNDERSIGNED, acting as sole incorporator of **MISS PLUM AND COMPANY, INC.** (hereinafter the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA") hereby adopts the following Articles of Incorporation (the "Articles") for the Corporation:

**ARTICLE I
Name**

The name of the Corporation is: **MISS PLUM AND COMPANY, INC.**

**ARTICLE II
Business and Activities**

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
Shares**

The total number of shares which the Corporation shall have the authority to issue shall be **One Thousand (1,000)** shares, consisting of a single class of common stock having a par value of \$.01 per share.

**ARTICLE IV
Preemptive Rights**

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

Prepared by:
Scott D. Irwin, Esq.
Foley & Lardner
P.O. Box 3391
Tampa, FL 33601-3391
(813) 229-2300
Fla. Bar No.: 0062640

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ARTICLE V
Principal Office

The address of the Principal Office of the Corporation is 1201 Parilla DeAvila, Tampa, Florida 33613. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VI
Mailing Address

The mailing address of the Corporation is 1201 Parilla DeAvila, Tampa, Florida 33613.


ARTICLE VII
Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is 100 N. Tampa Street, Suite 2700, Tampa, Florida 33602, and the initial Registered Agent at such address is Scott D. Irwin.

ARTICLE VIII
Incorporator

The name and address of the sole incorporator of the Corporation is: Sherry D. Logsdon, 100 N. Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 27th day of June, 1996.


Sherry D. Logsdon, Incorporator

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**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, a resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as Initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of **MISS PLUM AND COMPANY, INC.**

DATED, this 27th day of June, 1996.



Scott D. Irwin

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