

P960000061244

ELIZABETH A FAIRBROTHER
318 Sabal Park #104
Longwood, Fl 32779

July 16, 1996

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-07/19/96--01045--005
***122.50 - 122.50

Secretary of State
State of Florida
PO Box 6327
Corporation Division
Tallahassee, Fl. 32314

Gentlemen:

I am enclosing original and one copy of the proposed Articles of Incorporation for MAGNOLIA TEA ROOM & GIFT BOUTIQUE, INC.

Enclosed is a check for the amount of \$ 122.50.

I would appreciate your approval of these Articles of Incorporation and returning the certified copy to me at the above address.

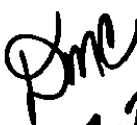
Thank you in advance for your attention to this matter.

Sincerely,


Elizabeth A Fairbrother

OKH 3196

encls:


7-22-96

EFFECTIVE DATE

7-16-96

FILED
96 JUL 19 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

MAGNOLIA TEA ROOM & GIFT BOUTIQUE, INC

EFFECTIVE DATE

7-16-96

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is MAGNOLIA TEA ROOM & GIFT BOUTIQUE, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is as follows:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds improved or unimproved, or any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue, and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(a) To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

(h) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having a par value of 1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is 1,000.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be at 318 Sabal Park #104, Longwood, Fl. 32779

The mailing address of this corporation is 318 Sabal Park #104, Longwood, Fl 32779.

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE VIII - INITIAL DIRECTORS

The names and addressees of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

Dan E Fairbrother
318 Sabal Park #104
Longwood, Fl 32779

Elizabeth A Fairbrother
318 Sabal Park #104
Longwood, Fl 32779

ARTICLE IX - SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation, the number of shares agreed to take and the value of the consideration therefor are as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>	<u>Amount</u>
Dan E Fairbrother	318 Sabal Pk #104 Longwood, FL 32779	500	500.00
Elizabeth A Fairbrother	318 Sabal Pk #104 Longwood, FL 32779	500	500.00

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective on July 16, 1996.

ARTICLE XI - REGISTERED AGENT

Pursuant to the provisions of section 607.0501, 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: MAGNOLIA TEA ROOM & GIFT BOUTIQUE, INC.
- 2.) The name and address of the registered agent and office is:
Elizabeth A Fairbrother
318 Sabal Park #104
Longwood, FL 32779

Title:

Date:

Dan E Fairbrother
President
July 16, 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 obligation of my position as registered agent.

Date:

Elizabeth A Fairbrother
July 16, 1996

ARTICLE XII- AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, We have hereunto set our hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 16th day of July, 1996.

Dan E Fairbrother
Elizabeth A Fairbrother

STATE OF FLORIDA
COUNTY OF SEMINOLE

Before me personally appeared Dan E Fairbrother and Elizabeth A Fairbrother to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purpose therein expressed.

Witness my hand and official seal in the County and State named above this 16th day of July, 1996.

Greta A. Barnard
Notary Public State of Florida
at Large

