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PRINTER NAME
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 075335 85786A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 5, 1996

ORDER TIME : 9:50 AM

ORDER NO. : 075335

CUSTOMER NO: 85786A

CUSTOMER: Ronald S. Webster, Esq
RONALD S. WEBSTER, ESQ

Royal Palm Mall
985 North Collier Boulevard
Marco Island, FL 33937

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-09/05/96--01046--020
****122.50 ****122.50

DOMESTIC FILING

NAME: LEAR'S CLOSET, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED
STATE
SECRETARY OF CORPORATIONS
05 SEP -5 PM 1:06

RECEIVED
96 SEP -5 AM 11:59
DIVISION OF CORPORATIONS
9/5/96

ARTICLES OF INCORPORATION
OF

LEAR'S CLOSET, INC.
A NEW FLORIDA CORPORATION

FILED
STATE
96 SEP -5 PM 1:06

The undersigned subscribers to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: LEAR'S CLOSET, INC., a new Florida corporation. The mailing address of the corporation is 985 N. Collier Blvd., Marco island, FL 34145 and the business address of the corporation is 599 S. Collier Blvd., Unit 205, Marco Island, FL 34145.

ARTICLE II

The general nature of the business to be transacted is all lawful business, including the authority:

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III

The maximum number of shares of stock that this corporation

is authorized to have outstanding at any one time is 500 shares of common stock having a nominal par value of \$1.00 per share. Additional shares may not be issued and all shares must be issued within two years of the date of incorporation. Shares shall consist of one class only.

ARTICLE IV

The amount of capital with which the corporation will begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V

The corporation shall exist perpetually.

ARTICLE VI

The street address of the initial registered office of this corporation is 985 North Collier Boulevard, Marco Island, Florida 34145 and the name of its initial Resident Agent is Ronald S. Webster.

ARTICLE VII

The business of this corporation shall be managed by the stockholders rather than by a Board of Directors.

The stockholders shall be deemed directors and shall be subject to the liabilities of directors. Any action required of directors may be taken by the stockholders pursuant to law. Each stockholder shall have one vote per share of stock.

ARTICLE VIII

The initial subscribers, incorporators and officers are:

DORI L. WISHART
265 N. Barfield Dr.
Marco Island, FL 34145

President, Subscriber
and Shareholder

BLAKE R. WISHART
265 N. Barfield Dr.
Marco Island, FL 34145

Secretary, Treasurer
Subscriber and
Shareholder

ARTICLE IX

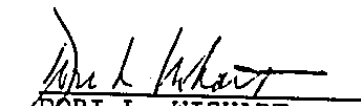
The stock of the corporation shall bear a restrictive legend which shall require an offering to the other stockholder before sale to a third person.

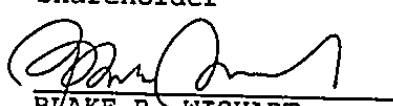
ARTICLE X

These Articles may be amended only by unanimous consent of the stockholders.

ARTICLE XI

The stockholders may enact By-Laws, if desired, or may enter into written agreements as to the conduct of certain affairs of the corporation.


DORI L. WISHART
President, Subscriber and
Shareholder


BLAKE R. WISHART
Secretary, Treasurer
Subscriber and
Shareholder

FILED
CLERK OF STATE
CORPORATIONS

96 SEP -5 PM 1:06

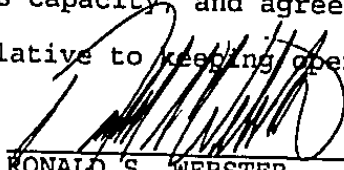
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48,901, Florida Statutes, the following is submitted, in compliance with said act.

First---That LEAR'S CLOSET, INC., a new Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Marco Island, County of Collier, State of Florida, has named Ronald S. Webster with offices located at 985 North Collier Boulevard, Marco Island, FL 34145 County of Collier, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


RONALD S. WEBSTER
Resident Agent