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1469 High Bluff Drive West
Largo, Florida 33770
September 19, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

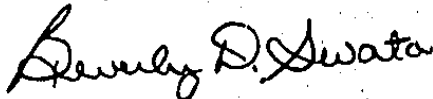
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*****122.50 *****122.50

RE: LA FLEUR BOUTIQUE, INC.

Please find attached the Articles of Incorporation of LaFleur Boutique, Inc. to be filed as a corporation. Also, attached is a check in the amount of \$122.50 (\$70.00 filing fee and \$52.50 for certified copy).

If you should have any questions or need additional information, please do not hesitate to contact me at (813) 585-0162. Thank you.

Sincerely,



Beverly D. Swata

Enc.

FILED
96 SEP 20 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
LA FLEUR BOUTIQUE, INC.

The undersigned subscribers to these Articles of Incorporation desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by the laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I
NAME

The name of the corporation shall be LA FLEUR BOUTIQUE, INC.

ARTICLE II
DURATION

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III
PURPOSES AND POWERS

Section 1. This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General Corporation Law, as in effect from time to time.

Section 2. The Corporation shall have all the powers included in but not limited to those set forth in the Florida General Corporation law, as in effect from time to time.

ARTICLE IV
CAPITAL STOCK AND DIVIDENDS

The amount of capital stock authorized shall consist of two hundred (200) shares of common voting stock having a par value of One Dollar (\$1.00) per share. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

The holder of the outstanding capital stock shall be entitled to receive, when and as declared by the Shareholders, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation and dividends payable in shares of the capital stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

ARTICLE V
INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 404 Indian Rocks Road, Belleair Bluffs, Florida 34640 and the name of the initial Registered Agent of this Corporation is Beverly D. Swata, 1469 High Bluff Drive West, Largo, Florida 33770.

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
INCORPORATORS

The name and address of the Incorporator of this Corporation is:

Beverly D. Swata
1469 High Bluff Drive West
Largo, Florida 33770

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any officer or employee of the Corporation, or any former officer or employee for the Corporation to the full extent permitted by and as set forth in the Florida General Corporation Law.

ARTICLE VIII
AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation.

ARTICLE IX
PROVISIONS FOR REGULATION OF THE
INTERNAL AFFAIRS OF THE CORPORATION

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit and regulate the powers of the Corporation and the Shareholders, provision is made as follows:

- (a) General authority is hereby conferred upon the Shareholders to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of and to provide when and how such consideration shall be paid.
- (b) Meetings of the Incorporators and of the Shareholders of the Corporation, for all purposes, may be held at any place, either inside or outside the State of Florida.
- (c) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property shall be exercised by the Shareholders, except as otherwise expressly provided by law.
- (d) The Shareholders shall have power from time to time to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in and in its discretion the Shareholders may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own capital stock to such extent, in such manner and upon such terms as the Shareholders may deem expedient.
- (e) The Shareholders shall have the power of fixing the compensation by way of salaries and/or bonuses and/or pensions of the employees, the agents and the

officers, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.


(f) The Shareholders may designate from their number an executive committee which, for the time being, in the intervals between meetings of the Shareholders and to the extent provided by the Bylaws and authorized by law, shall exercise the powers of the Shareholders in the management of the affairs and business of the Corporation.

(g) Any officers of the Corporation may be removed either with or without cause at any time by vote of a majority of the Shareholders.

(h) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Shareholders or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation nor shall such contract or other transaction be affected by the fact that the Shareholders or officers of the Corporation are personally interested therein. Any Shareholder or Shareholders, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation shall be affected or invalidated by the fact that any Shareholder or Shareholders or officer or officers of this Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firm association or corporation. Each and every person who may become a Shareholder or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the corporation for the benefit of himself or of any firm, association or corporation in which he may be in anywise interested.

(i) The Bylaws of the Corporation may be amended or repealed at any Shareholders' meeting.

IN WITNESS WHEREOF, the above-named incorporators have hereunto subscribed their names this 19th day of September, 1996.


Beverly D. Swata

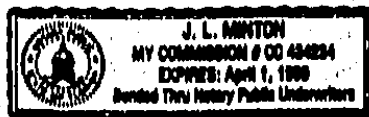
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned officer, this day personally appeared, Beverly D. Swata, well known to me to be the person described in and who subscribed her name to the foregoing Articles of Incorporation and acknowledged before me that she executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal at the County and State aforesaid this 19
day of September, 1996.


Notary Public, State of Florida

My Commission Expires:



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

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

La Fleur Boutique, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the State of Florida, has named Beverly D. Swata, 1469 High Bluff Drive West, Largo, Florida 33770 as its agent to accept service of process within Florida.

Signature:

Beverly D. Swata
Beverly D. Swata

Title:

INCORPORATOR

Date:

9/19/96

Having been named to accept service of process for the above Stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature:

Beverly D. Swata
Beverly D. Swata

DATE

9/19/96

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 SEP 20 PM 12:05

FILED