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GORDON H. COFFMAN  
ATTORNEY AT LAW  
9980-7 COLLEGE PARKWAY  
FORT MYER, FLORIDA 33919

(041) 481-6400

October 2, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

900001966949  
-10/08/96--01023--007  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Re: V and S of Southwest Florida, Inc.

Enclosed please find the original and duplicate copy of the Articles of Incorporation for the above referenced Corporation. Please endorse your approval of these Articles on the duplicate copy, certify same, and return to me.

In addition, I am enclosing my check in the amount of \$122.50 to cover the cost of filing, certification of the copy, and registered agent designation.

Thank you for your kind assistance in this matter.

Very truly yours,

*Gordon H. Coffman*

Gordon H. Coffman  
Attorney at Law

GHC:rm

Encl.

FILED  
56 OCT -7 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REGISTER OCT 10 1996

FILED

96 OCT -7 PM 12:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

V AND S OF SOUTHWEST FLORIDA, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be V AND S OF SOUTHWEST FLORIDA, INC.

ARTICLE II

PURPOSE

The purpose for which the Corporation is organized shall be to engage in and carry on the business of retail sales of jewelry, wearing apparel, novelty items and related merchandise, all in accordance with the laws, rules and regulations of the State of Florida and of the United States. In addition, the corporation may transact any and all other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III

AUTHORIZED SHARES

The aggregate number of shares which the corporation has authority to issue is ONE THOUSAND (1,000), all of which shall be common shares with par value of One Dollar (\$1.00).

ARTICLE IV

INITIAL REGISTERED OFFICE

The street address of the initial registered office of the corporation is 9280-7 College Parkway, Fort Myers, Florida 33919, and the initial registered agent at such address is Gordon H. Coffman.

ARTICLE V

DIRECTORS

5.1 The business of the corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board may be increased or decreased from time to time by amendment of the Bylaws in a manner not prohibited by law. The Board shall consist of two directors initially.

5.2 The names and addresses of the members of the first Board of Directors are:

VINCENT LaROSA  
15388 Iona Road  
Fort Myers, Florida 33908

STEPHEN R. LaROSA  
1538 Iona Road  
Fort Myers, Florida 33908

ARTICLE VI

INCORPORATOR

The name and address of the incorporator is:

VINCENT LaROSA  
15388 Iona Road  
Fort Myers, Florida 33908

IN WITNESS WHEREOF, the undersigned incorporator has  
subscribed these Articles of Incorporation this 23<sup>rd</sup> day of  
August, 1996.

  
Vincent LaRosa

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, the undersigned authority, personally  
appeared VINCENT LaROSA, the person whose name is subscribed to  
the foregoing Articles of Incorporation, and he acknowledged  
before me that he executed the same for the purposes therein  
contained. The identity of the said VINCENT LaROSA was  
established by Florida Driver License.

IN WITNESS WHEREOF, I have hereunto set my hand and  
official seal at Lee County, Florida this 23<sup>rd</sup> day of August,  
1996.





RUTH MERCURIO  
COMMISSION # CC 454295  
EXPIRES APR 20, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

FILED

96 OCT -7 PM 12:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile  
for the Service of Process Within This State, Naming Agent  
Upon Whom Process May Be Served

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The following is submitted in compliance  
with Section 48.091, Florida Statutes

V AND S OF SOUTHWEST FLORIDA, INC., a corporation  
organizing under the laws of the State of Florida with its  
principal office at 9280-7 College Parkway, Fort Myers, Florida  
33919 has named GORDON H. COFFMAN, whose address is 9280-7  
College Parkway, Fort Myers, Florida 33919, as its agent to  
accept service of process in this state.

ACCEPTANCE:

I agree as Registered Agent to accept Service of  
Process; to keep office open during prescribed hours; to post my  
name in some conspicuous place in office as required by law.

  
Gordon H. Coffman  
Registered Agent