

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

PAID 103025

RE: Patchouli's Company
Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

*File
2nd*

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

96 DEC 23 PM 3:21
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATIONS
 RECEIVED

.....
 REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY AAAP _____

WALK-IN Will Pick Up 1223 1100
[Signature]

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts.
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

COLLIER & COFFIELD

ATTORNEYS AT LAW

P. COLLEEN COFFIELD
ADMITTED IN FLORIDA AND LOUISIANA

BRUCE CLAYTON COLLIER
ADMITTED IN LOUISIANA ONLY

3A PALMETTO PLAZA
127 HIGHWAY 98 EAST
DESTIN, FLORIDA 32541
(904) 654-5284
(904) 654-4679 FAX

December 20, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: patchouli's & Company, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$122.50

FROM: Collier & Coffield, Attorneys at Law
127 Highway 98 East, 3A
Destin, Florida 32541
(904) 654-5284

Please return the certified copy of the articles to the above address. If you have any questions, please let me know.

Sincerely,



P. Colleen Coffield

enclosures

ARTICLES OF INCORPORATION
OF
patchouli's & Company, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these ARTICLES OF INCORPORATION, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

Article I - Name

The name of this corporation is patchouli's & Company, Inc.

Article II - Duration

This corporation shall exist perpetually, commencing upon filing.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Address

The principal place of business and the mailing address of this corporation is:

Principal place of business:

patchouli's & Company, Inc.
County Road 30A
Seaside, Florida 32459

Mailing address:

patchouli's & Company, Inc.
P.O. Box 4637
Seaside, Florida 32459

Article V - Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock with a par value of \$1.00 per share.

Article VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof, at the price at which it is offered to others.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is County Road 30A, Seaside, Florida 32459 and the name of the initial registered agent of this corporation at that address is Linda Boswell.

Article VIII - Directors

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the By-Laws. Directors of this corporation may be removed only for cause. The names and addresses of the initial directors of this corporation are:

Dianne T. Fairbanks

P.O. Box 4637

Linda Boswell

Seaside, Florida 32459

P.O. Box 4637
Seaside, Florida 32459

Article IX - Incorporator

The name and address of the incorporator to these
Articles of Incorporation is:

Dianne T. Fairbanks

P.O. Box 4637
Seaside, Florida 32459

Article X - By-Laws

The power to adopt, alter, amend or repeal By-Laws
shall be vested in the Board of Directors and the Shareholders.

Article XI - Indemnification

This corporation shall indemnify any officer or
director or any former officer or director, to the full extent
permitted by law.

Article XII - Amendment

This corporation reserves the right to amend or repeal
any provisions contained in these articles of incorporation.

Article XIII - Restriction on Transferability of Stock

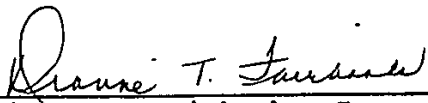
The shares held by the shareholders of this corporation
may not be resold or otherwise transferred to any other person
unless such shares are first offered to the remaining
shareholders of the corporation, or to the corporation. The

price and terms of which, and the time within which such shares may be offered and sold, shall be further specified in the By-Laws of this corporation.

Article XIV - Affiliated Transactions

This corporation elects to opt out of Florida Statute 607.0901, the affiliated transaction statute. The provisions of Florida Statute 607.0901 will not apply to this corporation.

The undersigned has executed these Articles of Incorporation this 16th day of Dec., 1996.



Dianne T. Fairbanks, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

patchouli's & Company, Inc.

2. The name and address of the registered agent and office is:

Linda Boswell
County Road 30A
Seaside, Florida 32459

Signature *Dianne T. Fairbanks*
Dianne T. Fairbanks, Director

Date Dec. 16, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature *Linda Boswell*

Date Dec. 16, 1996